

MARVEL

# SPIDER-MAN

2099



LEONARD  
WITFORD



## THE YEAR IS 2099.

The ultra-rich are above the law, and megacorporations rule...

Venture, the Specialist, the Vulture — the future is full of menaces, but none so vile as a corrupt government and the corporations behind it! A scary future needs a hero who's just as creepy — perhaps a wall-CRAWLER of some kind? See the world of tomorrow and the cast who inhabit it as the Spider-Man of 2099 battles evil in both high and low society in the 2099 imprint's flagship title, written by industry legend Peter David!

Collecting *Spider-Man 2099* #1-10 — written by Peter David and illustrated by Rick Leonardi and Kelley Jones.



A

MARVEL

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# SPIDER-MAN 2099



LEONARDI  
WILSON



**MARVEL**  
**COMICS**

**\$1.75 US**  
**\$2.15 CAN**  
**1**  
**NOV**  
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# SPIDER-MAN

## 2099



LEONARD  
WILLIAMSON







... THAT REMAIN DEPRESSINGLY THE SAME.

HALT!

AS AUTHORIZED REPRESENTATIVES OF THE PUBLIC EYE, WE'RE ORDERING YOU TO HALT!

YOU BRATS IN THE WHISPER 3000-- VACATE THIS AREA IMMEDIATELY!

ALL SUCH VEHICLES ARE FORBIDDEN IN THE INNER CITY! YOUR REGISTRATION HAS BEEN NOTED! RETURN HOME AT ONCE, WHERE YOUR VEHICLE WILL BE CONFISCATED!

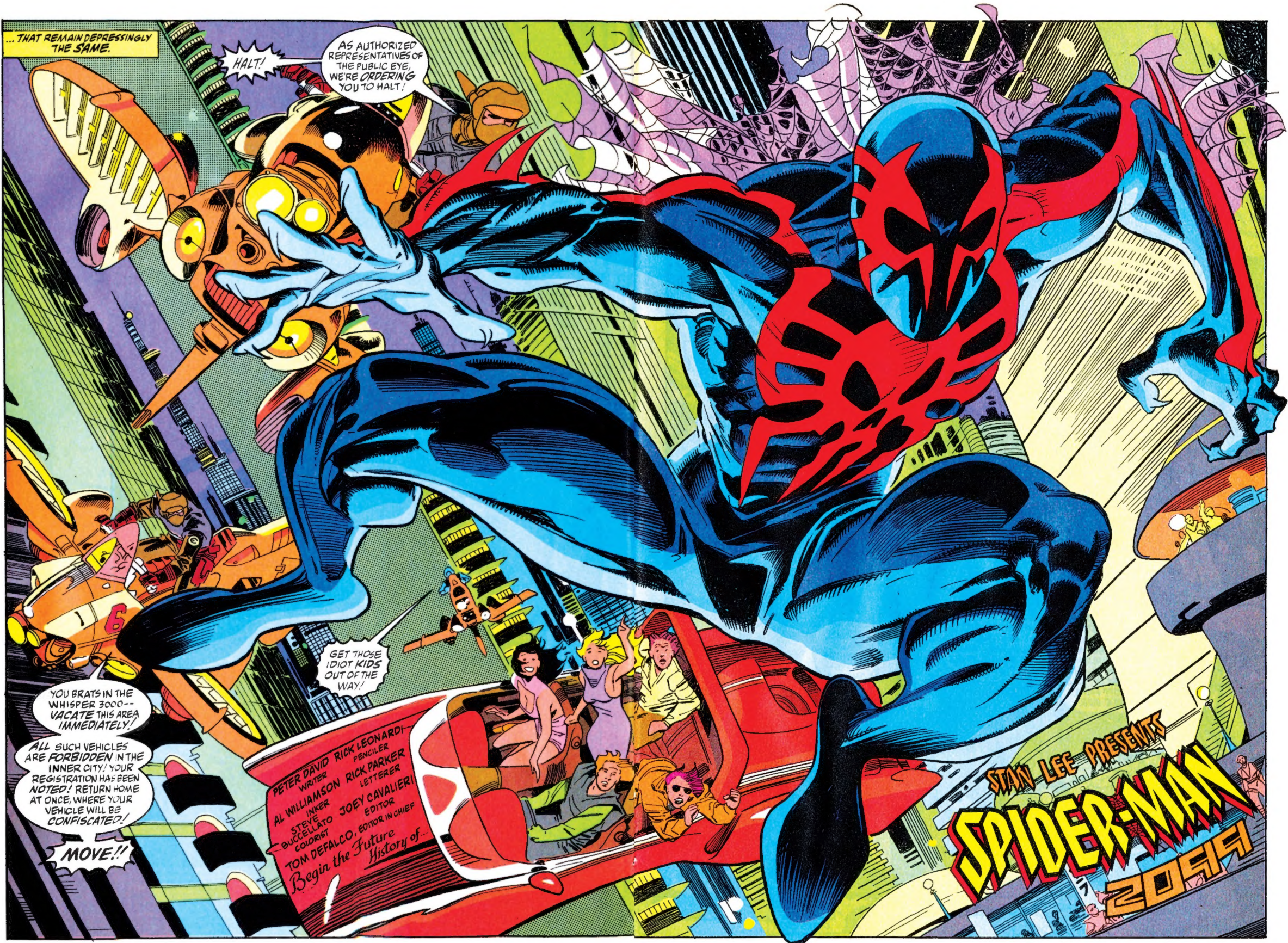
MOVE!!

GET THOSE IDIOT KIDS OUT OF THE WAY!!

PETER DAVID RICK LEONARDI  
WRITER PENCILER  
AL WILLIAMSON RICK PARKER  
INKER LETTERER  
STEVE JOEY CAVALIERI  
BUCCELLATO EDITOR  
COLORIST  
TOM DEFALCO, EDITOR IN CHIEF  
Begin the Future History of...

STAN LEE PRESENTS

SPIDER-MAN  
2094







THIS IS YOUR FINAL WARNING! SURRENDER INSTANTLY OR WE WILL USE DEADLY FORCE!

WHAT THE BLAZES--!

HOW DOES HE MOVE THAT FAST?!

WE'RE HERE TO ARREST HIM, NOT ADMIRE HIM!  
HE WENT BETWEEN THOSE BUILDINGS! MALIK, WITH ME! THE REST OF YOU, CUT HIM OFF FROM THE OTHER SIDE!

OKAY, MALIK. PROCEED WITH CAUTION. ALCHEMAX WANTS HIM ALIVE IF AT ALL POSSIBLE.

CAN THE JOKES, MALIK. WATCH THE DRAFTS-- THEY'RE REALLY NASTY UPHERE.

I BET THEY DO, SARGE. AND I WANT ME ALIVE IF AT ALL POSSIBLE.

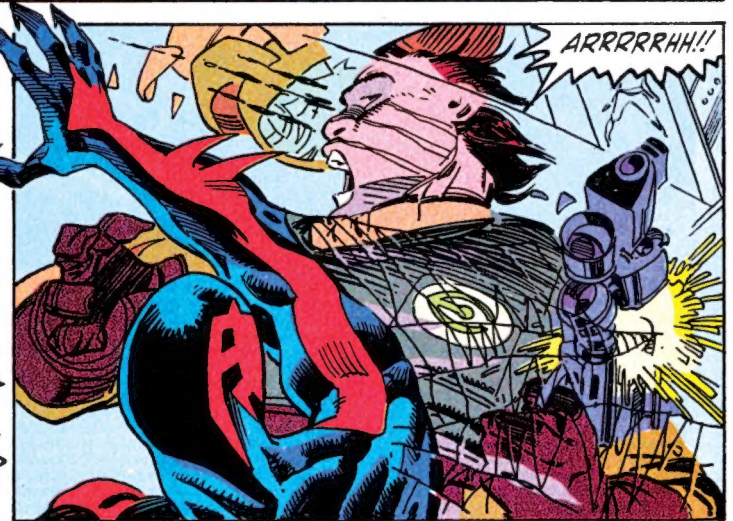
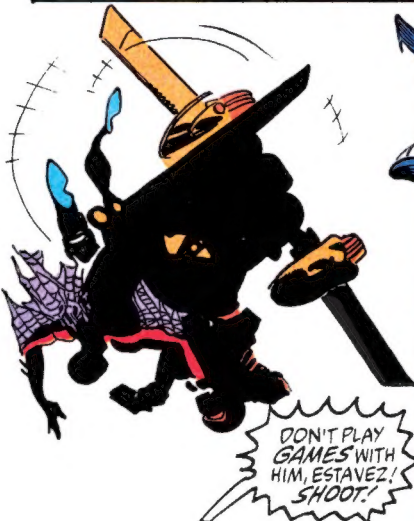
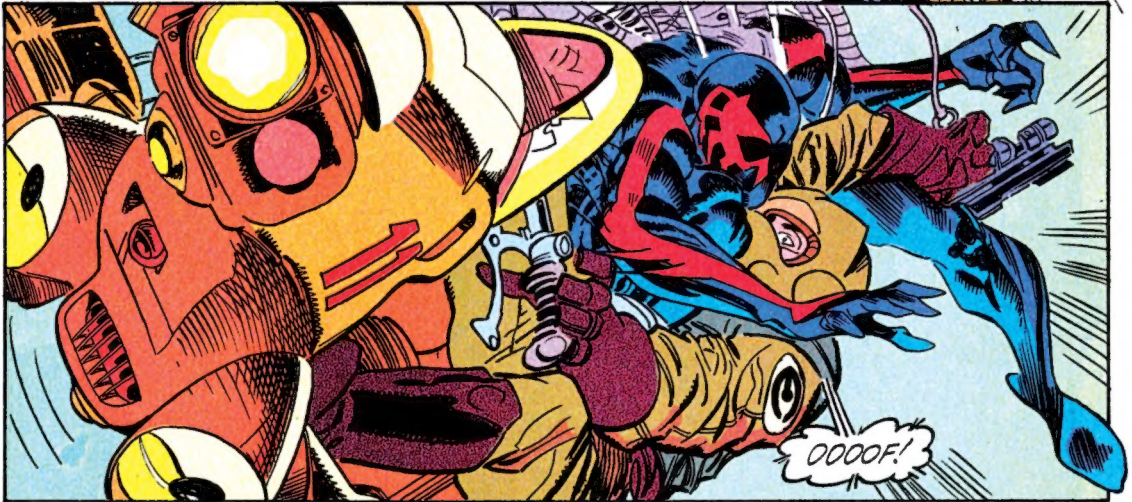
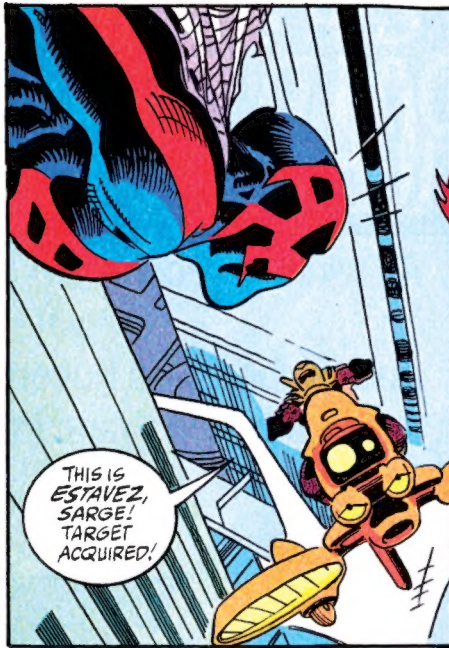
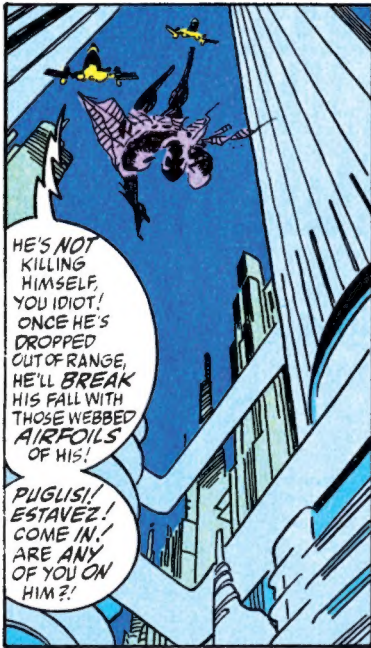
SARGE! ABOVE YOU!

NOW WHERE DID HE GO?

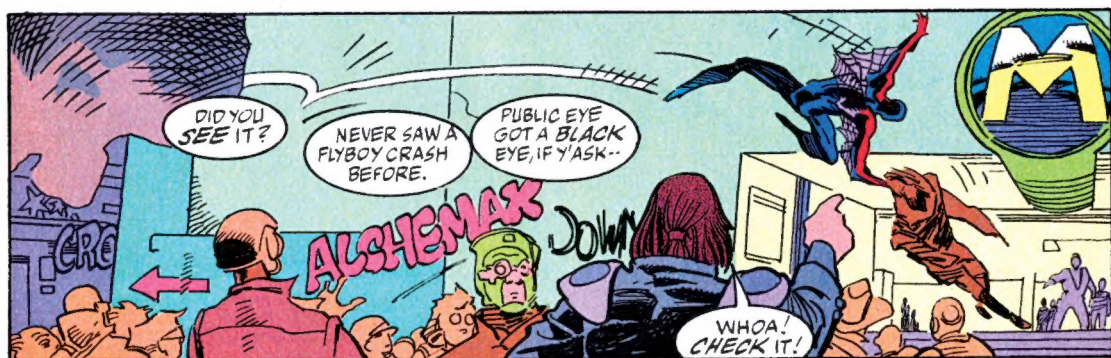




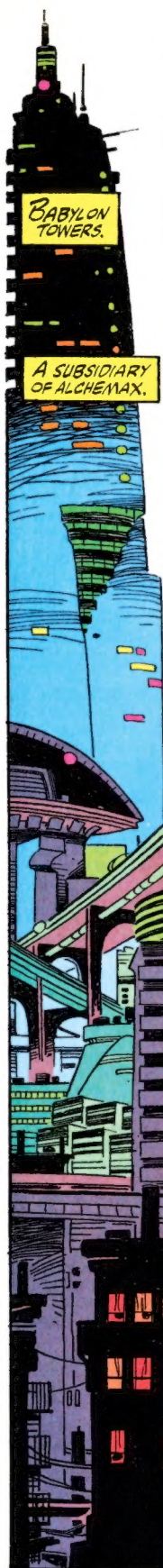




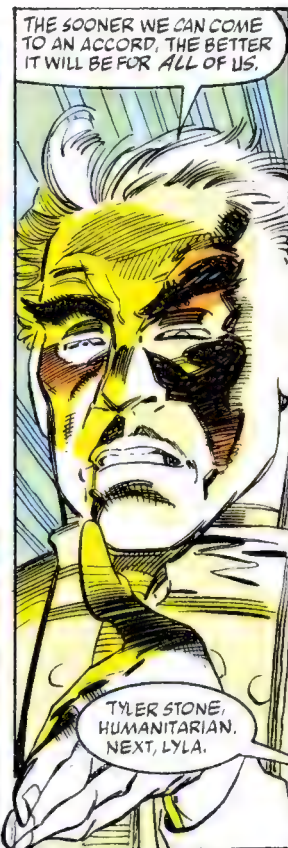




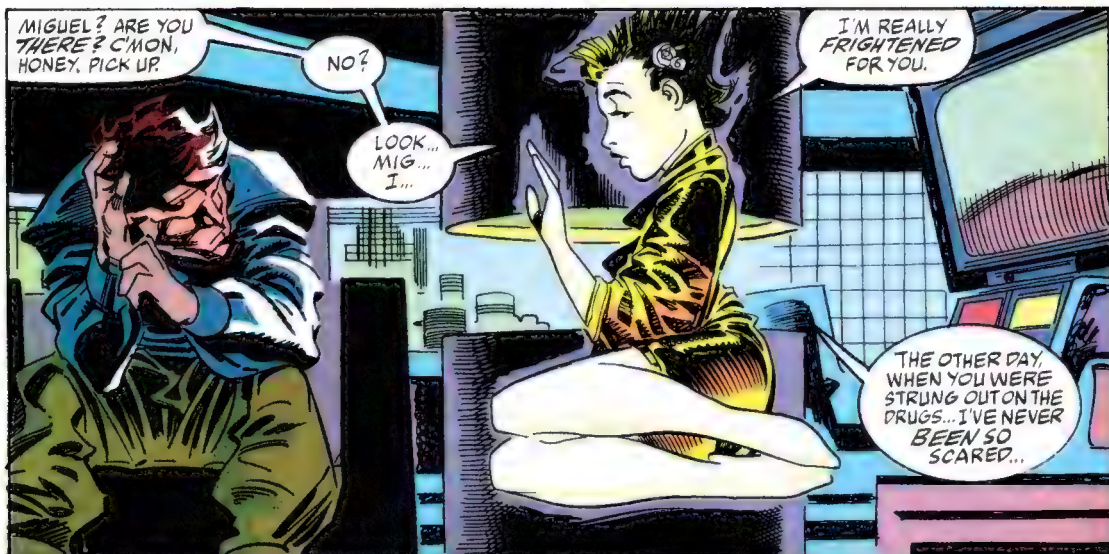
















LOOK, O'HARA, YOU MAY BE THE PROJECT HEAD, BUT I'M THE ONE WHO ANSWERS TO MR. STONE. WHICH MEANS YOU ANSWER TO ME.

I'LL TRY TO STICK TO ONE-SYLLABLE WORDS, THEN.



I DON'T CARE IF YOU ARE ONE OF THE GREAT HOPES OF ALCHEMAX! I DON'T CARE IF YOU WERE GIVEN THE FULL UNIVERSITY TREATMENT AND BROUGHT IN TO HEAD THIS GENETICS PROGRAM. YOU MUST HAVE RESPECT FOR THE SYSTEM OF COMMAND!

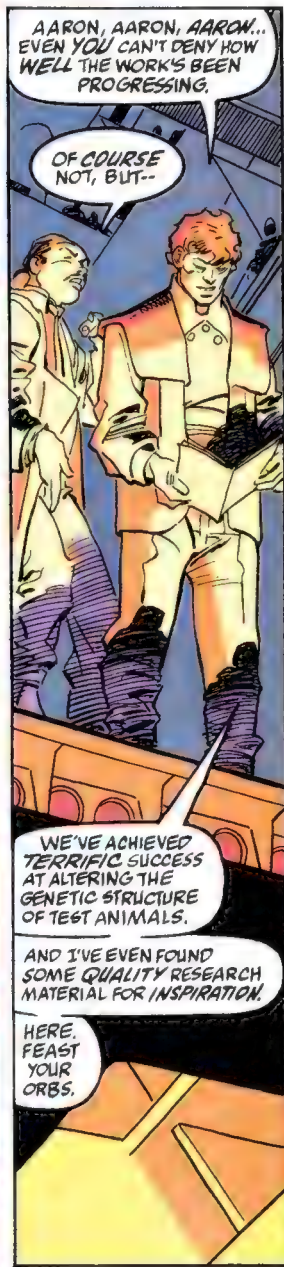
I HAVE RESPECT FOR THE SYSTEM, AARON. JUST NONE FOR YOU.

LISTEN, SMART GUY, I'VE KEPT MY MOUTH SHUT UP TO NOW...

AND DON'T THINK WE HAVEN'T APPRECIATED IT.

...FOR THE COMPANY'S SAKE... EVEN THOUGH I CAN'T STAND SMUG "GENIUSES" LIKE YOU. BUT IF YOU DON'T SHAPE UP, I'M GOING TO BREAK YOU.

YOU BREAK ME, YOU BOUGHT ME.



AARON, AARON, AARON... EVEN YOU CAN'T DENY HOW WELL THE WORK'S BEEN PROGRESSING.

OF COURSE NOT, BUT--

WE'VE ACHIEVED TERRIFIC SUCCESS AT ALTERING THE GENETIC STRUCTURE OF TEST ANIMALS.

AND I'VE EVEN FOUND SOME QUALITY RESEARCH MATERIAL FOR INSPIRATION.

HERE. FEAST YOUR ORBS.





HIS NAME WAS SPIDER-MAN. ONE OF THE PREMIER BOYS FROM THE OLD HEROIC AGE, 'ROUND THE TURN OF THE CENTURY.

PROPORTIONATE STRENGTH OF A SPIDER.

WHAT DO YOU MEAN, "PROPORTIONATE?"

IT MEANS HE DIDN'T GET A SWELLED HEAD ABOUT IT.



YOU WANT AN IDEAL CORPORATE RAIDER? IMAGINE ONE THAT COULD SCALE WALLS, JUMP 50 FEET. STRONG, AGILE.

THAT'S THE DIRECTION WE'RE GOING. WE JUST CAN'T GO TOO QUICKLY, OTHERWISE...

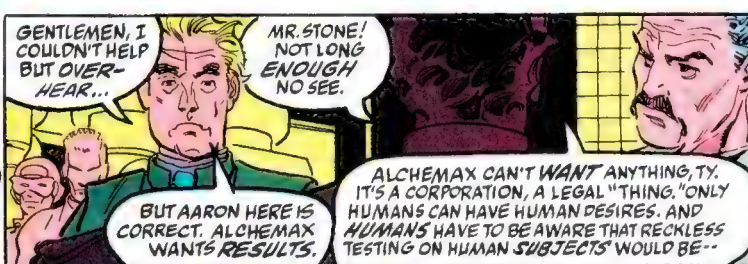
OTHERWISE WHAT?



OTHERWISE WE'D LOSE YOU. SO WE'RE TAKING IT NICE AND SLOW, SO THAT YOU CAN FOLLOW ALONG.

ENJOY THE BOOK. IT HAS LOTS OF PICTURES.

ALL RIGHT, YOU LITTLE--



GENTLEMEN, I COULDN'T HELP BUT OVER-HEAR...

MR. STONE! NOT LONG ENOUGH NO SEE.

BUT AARON HERE IS CORRECT. ALCHEMAX WANTS RESULTS.

ALCHEMAX CAN'T WANT ANYTHING, TY. IT'S A CORPORATION, A LEGAL "THING." ONLY HUMANS CAN HAVE HUMAN DESIRES. AND HUMANS HAVE TO BE AWARE THAT RECKLESS TESTING ON HUMAN SUBJECTS WOULD BE--



MIKE, IF MY FATHER WERE ALIVE TODAY, YOU KNOW WHAT HE'D SAY?

"HELP, HELP, GET ME OUT OF THIS COFFIN?"

HE'D SAY CAUTION IS THE FIRST REFUGE OF THE COWARD.



AND HE'D SAY THAT BECAUSE--

HE LOVES THE SOUND OF HIS OWN VOICE?

BECAUSE IT WOULD BE TRUE. WHICH IS WHY WE'VE BROUGHT IN MR. SIMS HERE.

MIND TELLING ME WHAT SORT OF WARPED JOKE THIS IS?

NO JOKE, RATHER THAN FACE AGING 40 YEARS AS HIS PUNISHMENT, MR. SIMS HAS VOLUNTEERED FOR THE RAIDER PROGRAM.



THIS IS CRAZY. WE'RE NOT READY FOR HUMANS YET. MR. SIMS, IT'S FAR TOO DANGEROUS.

LOOK, DOC-- I WANT TO DO THIS. I REALLY, REALLY DON'T WANT THEM TO MAKE A DODDERING OLD MAN OUTTA ME. I GOT A CHANCE HERE TO GET MY SENTENCE COMMUTED.

JUST... DO THE BEST JOB YA CAN FOR ME, OKAY?



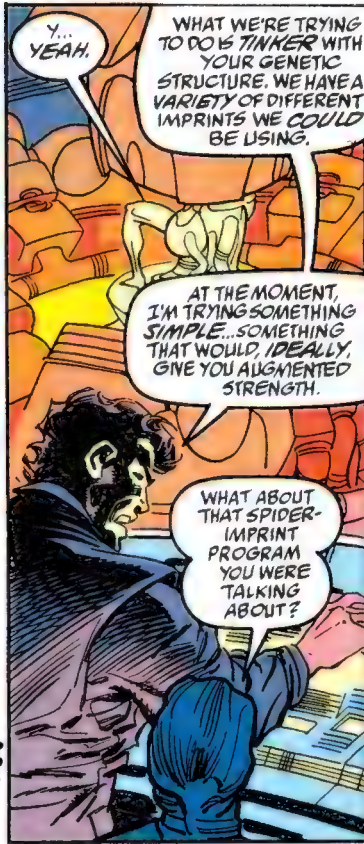


NICE HOW YOU STOOD UP TO MR. STONE, GENIUS-BOY.

IF I WALK, STONE WOULD GO AHEAD WITHOUT ME. THEN SIMS' LIFE IS IN YOUR HANDS, AARON. THAT PUTS HIS CHANCES SOMEWHERE BETWEEN ZERO AND NONE.

I'M HIS ONLY SHOT.

MR. SIMS, CAN YOU HEAR ME?



Y... YEAH.

WHAT WE'RE TRYING TO DO IS TINKER WITH YOUR GENETIC STRUCTURE. WE HAVE A VARIETY OF DIFFERENT IMPRINTS WE COULD BE USING.

AT THE MOMENT, I'M TRYING SOMETHING SIMPLE... SOMETHING THAT WOULD, IDEALLY, GIVE YOU AUGMENTED STRENGTH.

WHAT ABOUT THAT SPIDER-IMPRINT PROGRAM YOU WERE TALKING ABOUT?

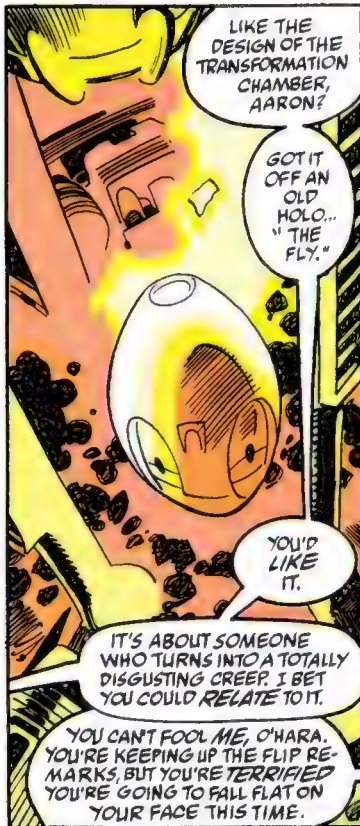


ONE STEP AT A TIME, AARON. I DON'T WANT TO TRY AND TOTALLY RE-WRITE THE MAN'S GENETIC MAKE-UP.

WE COULD END UP WITH A HIDEOUS, MUTATED FREAK.

OR EVEN WORSE... YOU.

ALL RIGHT, GENTLEMEN, LET'S BRING IT TO FULL POWER.



LIKE THE DESIGN OF THE TRANSFORMATION CHAMBER, AARON?

GOT IT OFF AN OLD HOLO... "THE FLY."

YOU'D LIKE IT.

IT'S ABOUT SOMEONE WHO TURNS INTO A TOTALLY DISGUSTING CREEP. I BET YOU COULD RELATE TO IT.

YOU CAN'T FOOL ME, O'HARA. YOU'RE KEEPING UP THE FLIP REMARKS, BUT YOU'RE TERRIFIED YOU'RE GOING TO FALL FLAT ON YOUR FACE THIS TIME.



WELL, YA GOT ME, AARON. HERE I AM, SCARED ABOUT A HUMAN LIFE AT RISK. WHAT COULD I HAVE BEEN THINKING?

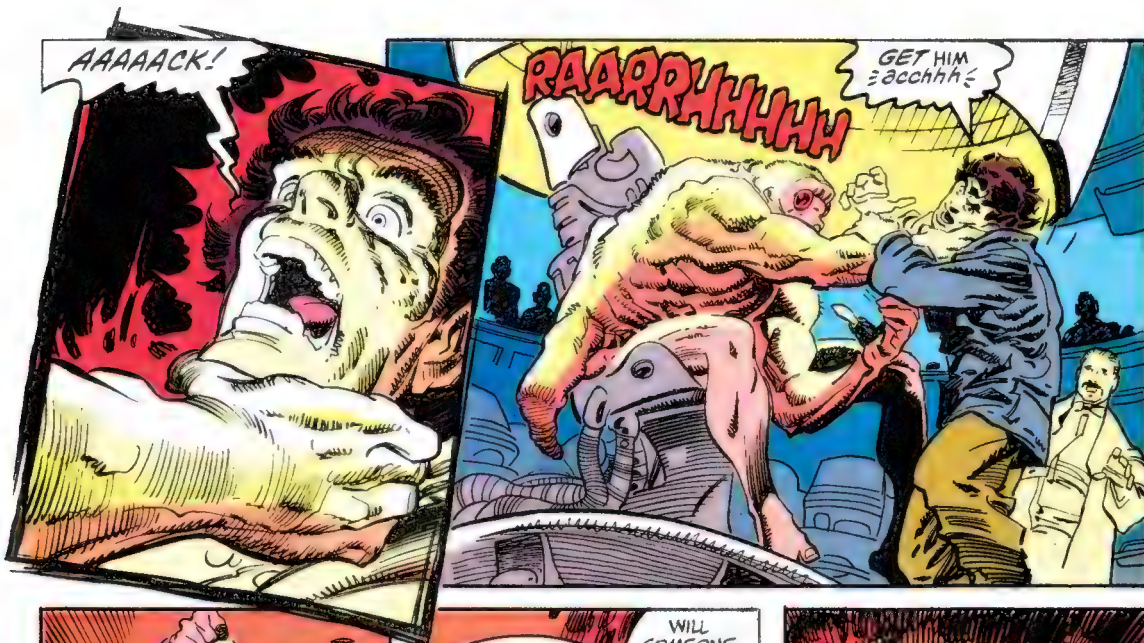
OKAY, MEN. OPEN HER UP.



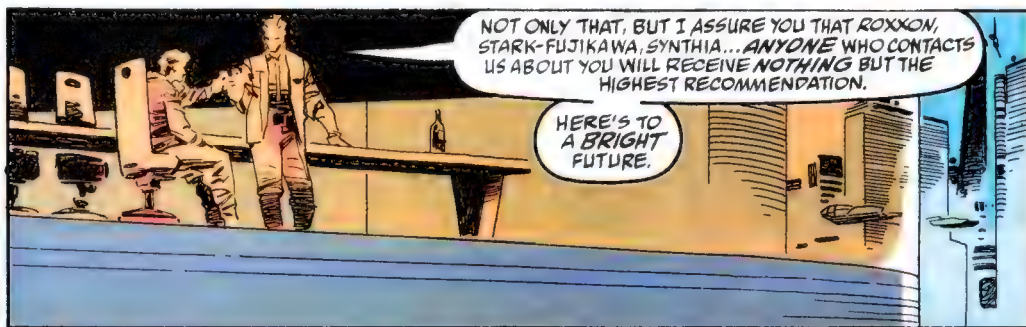
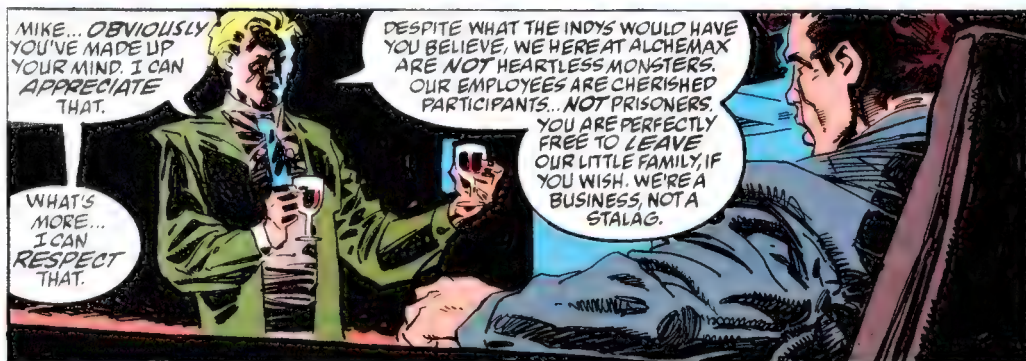
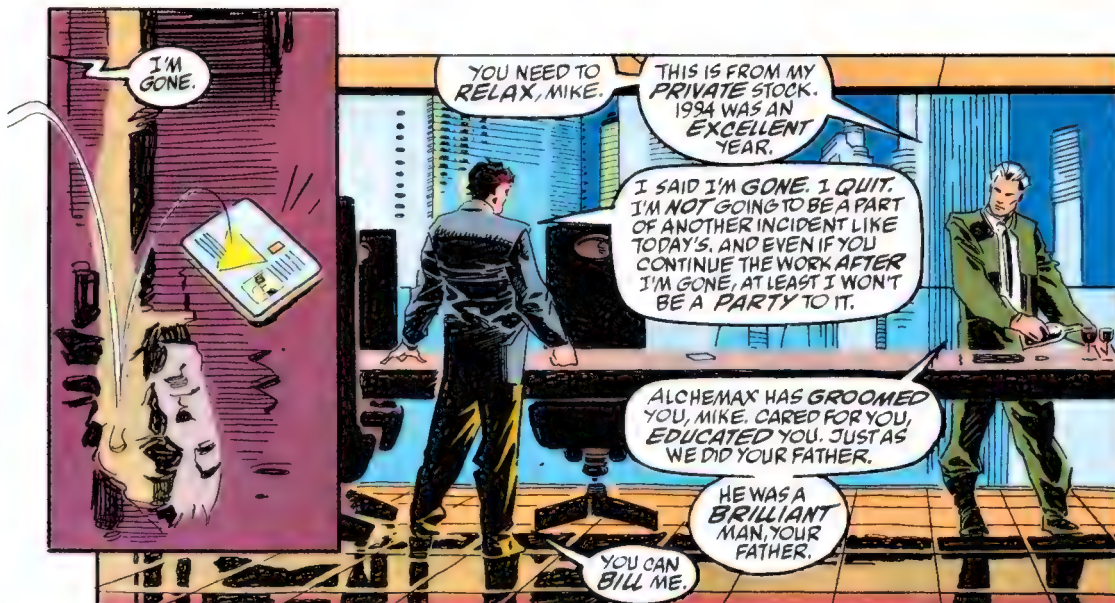
MR. SIMS? STILL WITH US?

NOW YOU'LL PROBABLY FEEL A FAIRLY SHARP TINGLING. THAT SHOULD PASS IN A COUPLE OF--

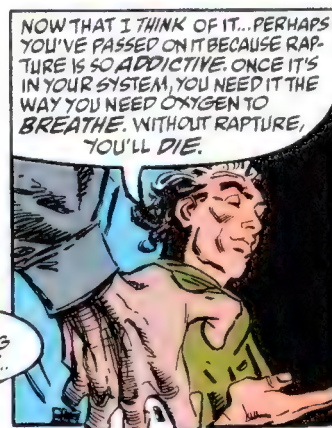
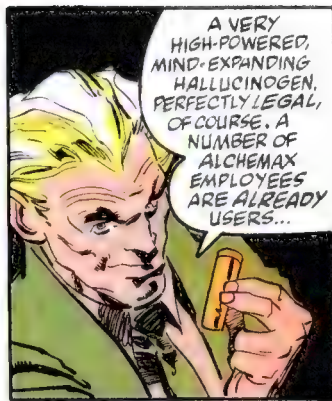




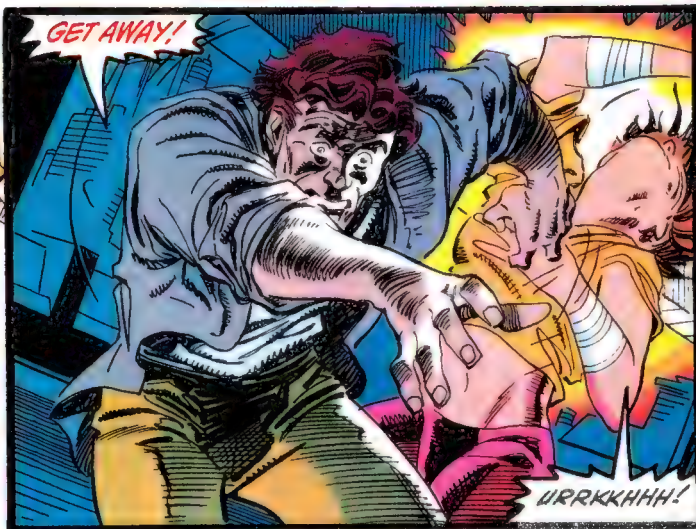
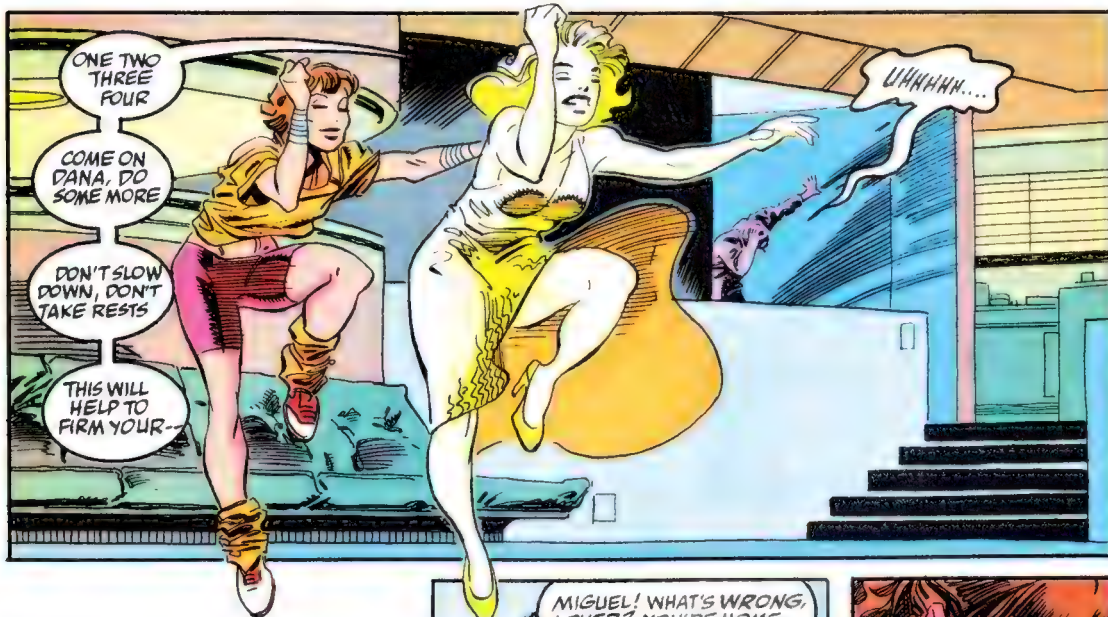




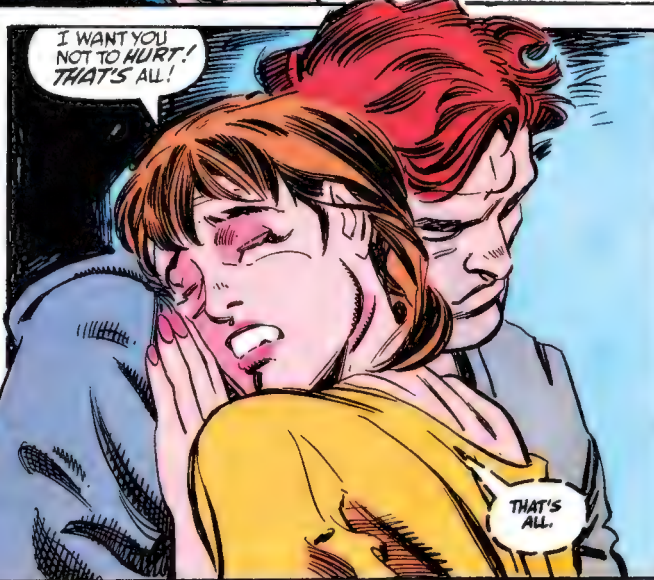




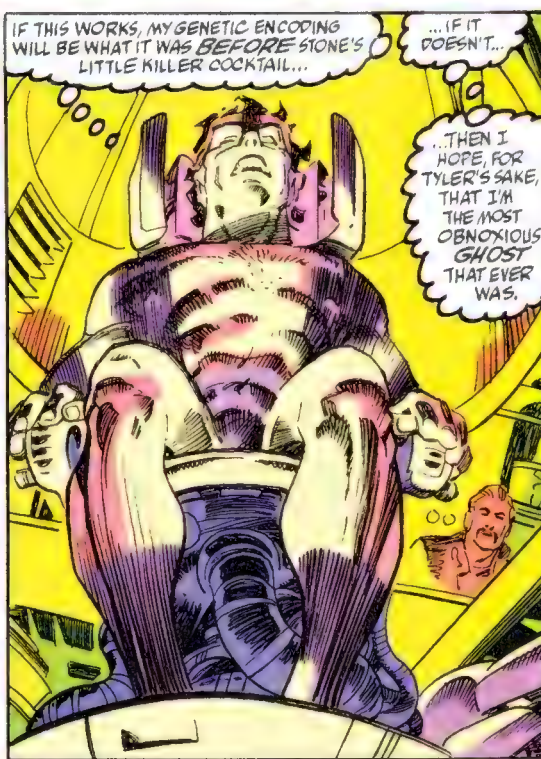
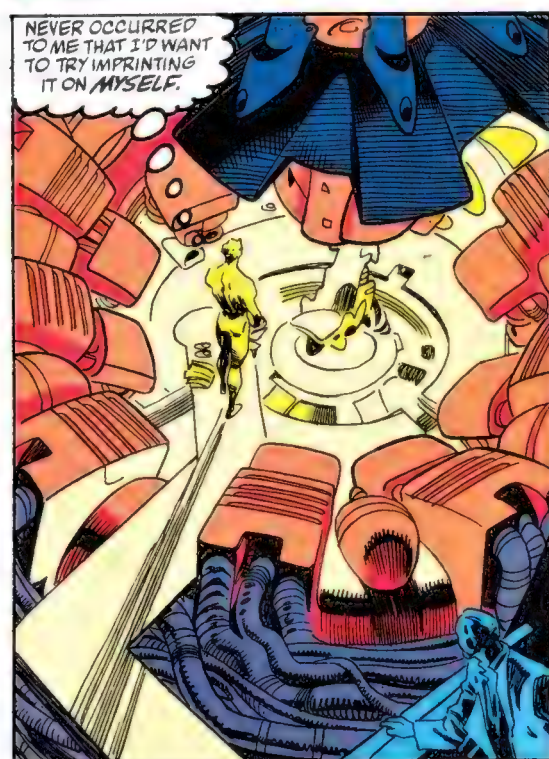
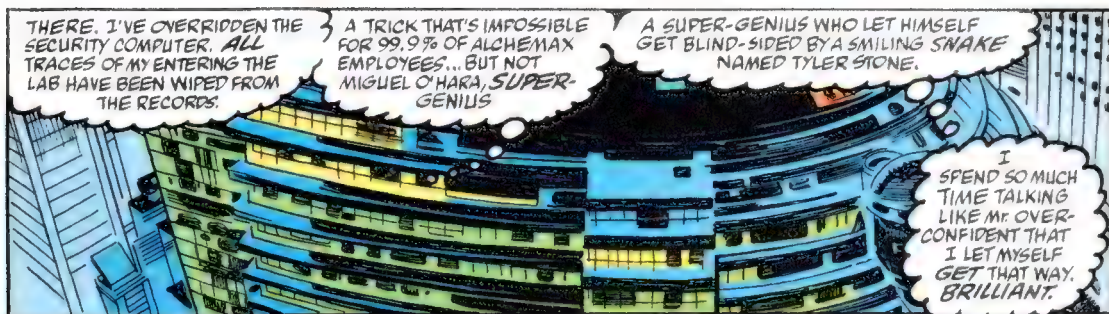
















MIGUEL O'HARA, WORKING OVERTIME.

FILE 1A O'HARA 50

FILE 47-A SPIDER 50

A PITY IF SOMETHING WENT WRONG... SOMETHING LIKE... SAY...

MY PUMPING UP THE LEVELS OF EVERY BLASTED PIECE OF EQUIPMENT IN THE IMPRINT SEQUENCE.

WHAT'S THIS BUTTON FOR? POOR, DUMB OLD AARON DELGATO WOULDN'T UNDERSTAND *YOUR* GREAT CONCEPTS, WOULD I, O'HARA?

DOESN'T MUCH MATTER WHEN *I'M* IN THE DRIVER'S SEAT, THOUGH, *DOES IT?*!

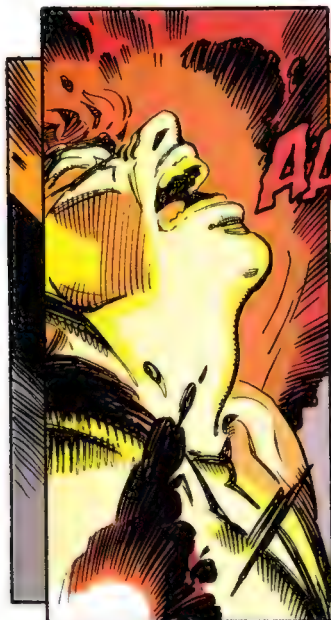


WARNING. EQUIPMENT IS EXCEEDING RECOMMENDED SAFETY LEVELS. AUTOMATIC SHUTDOWN IN T MINUS 5 SECONDS...

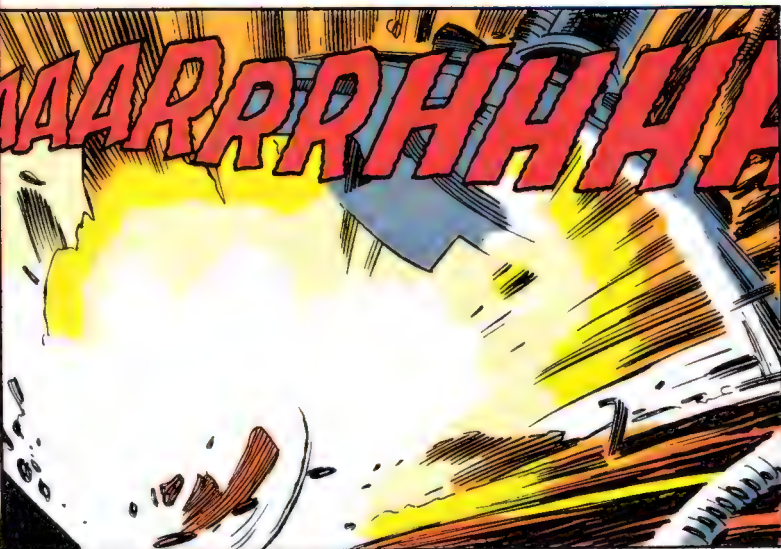
**WARNING**  
EXCEEDING  
RECOMMENDED  
SAFETY LIMITS

OVERRIDE  
IN EFFECT  
FILES  
MERGING

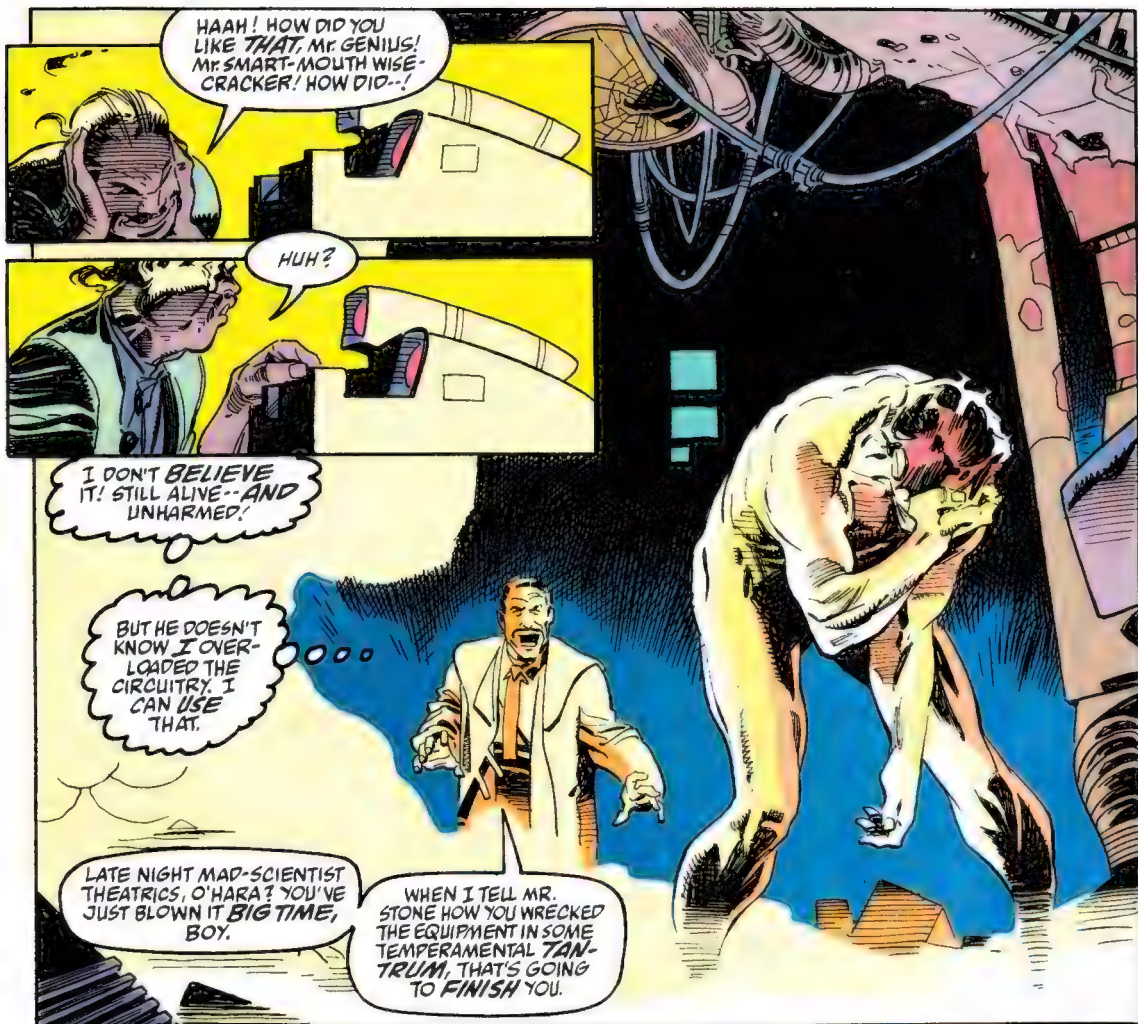
OVERRIDE!  
REPEAT, MANUAL  
OVERRIDE!



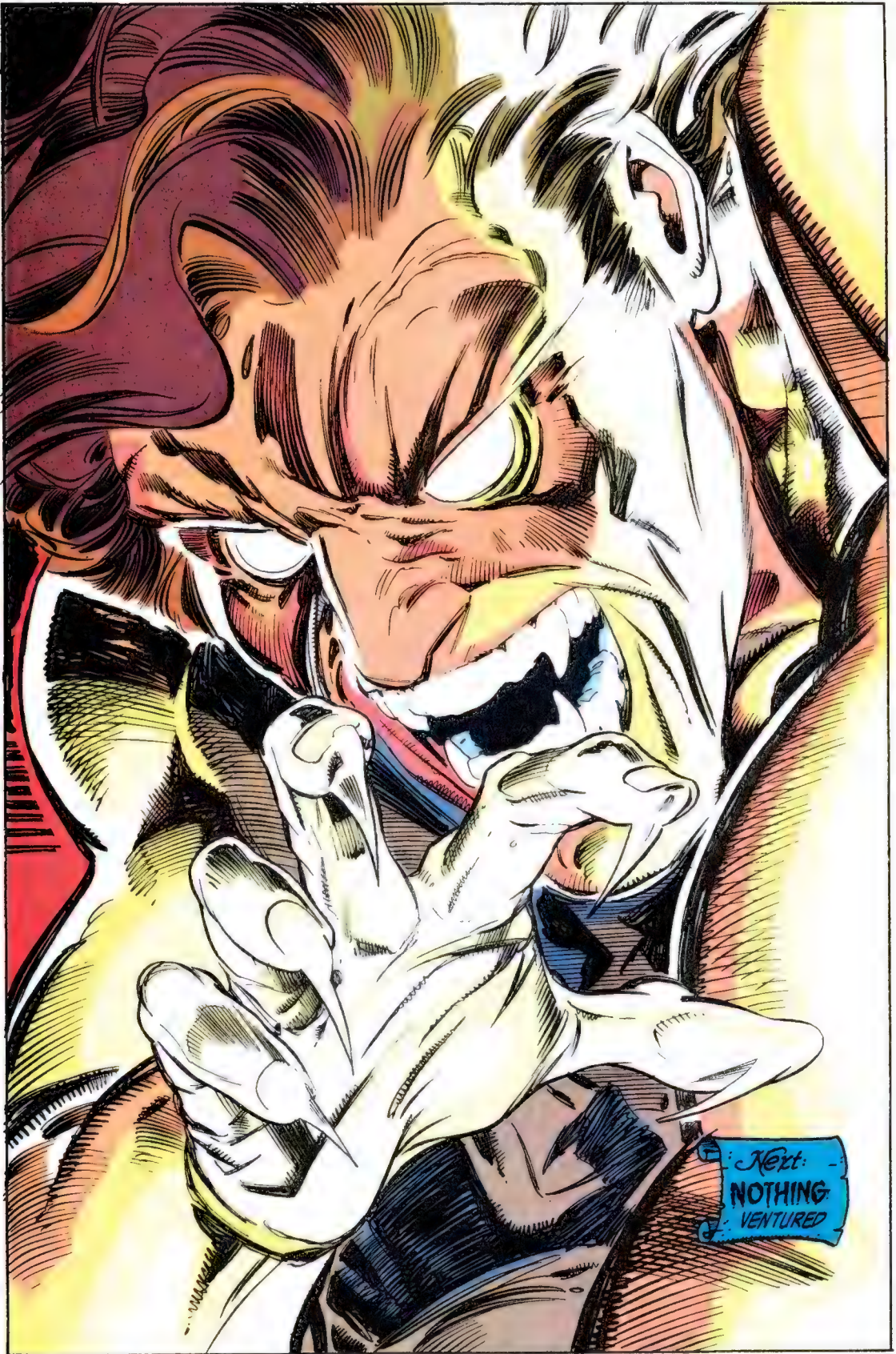
**AAAAARRRRHHHH**











Next:  
NOTHING  
VENTURED





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**\$1.25 US**  
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**UK 85p**

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AUTHORITY

# SPIDER-MAN

## 2099

# THE HIGH TECH HUNT IS ON!

# 20 99

LEONARD  
Williams





I DIDN'T UNDERSTAND AT FIRST, LYLA.

I HADN'T REGISTERED THAT I'D UNDERGONE A CHANGE, EVERYTHING WAS NUMB.

I WAS STARING AT MY HANDS, BUT MY VISION WAS SO WHACKED THAT I REALLY DIDN'T SEE THEM.

THERE WAS A BUZZING IN MY EAR. I STILL DON'T KNOW IF IT WAS AARON DELGATO'S VOICE...

...OR MY SUBCONSCIOUS MIND SCREAMING AT MY CONSCIOUS MIND, TELLING IT NOT TO LET ME IN ON WHAT HAD HAPPENED.

BUT I'D FIND OUT... SOON ENOUGH.

# NOTHING VENTURED

STAN LEE PRESENTS THE ORIGIN OF SPIDER-MAN 2099 BY

PETER DAVID  
WRITER

RICK LEONARDI  
PENCILER

AL WILLIAMSON  
INKER

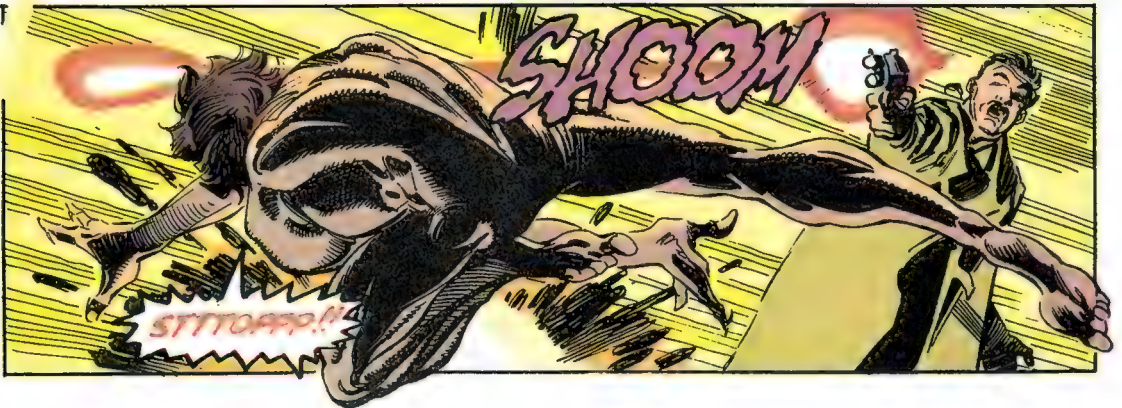
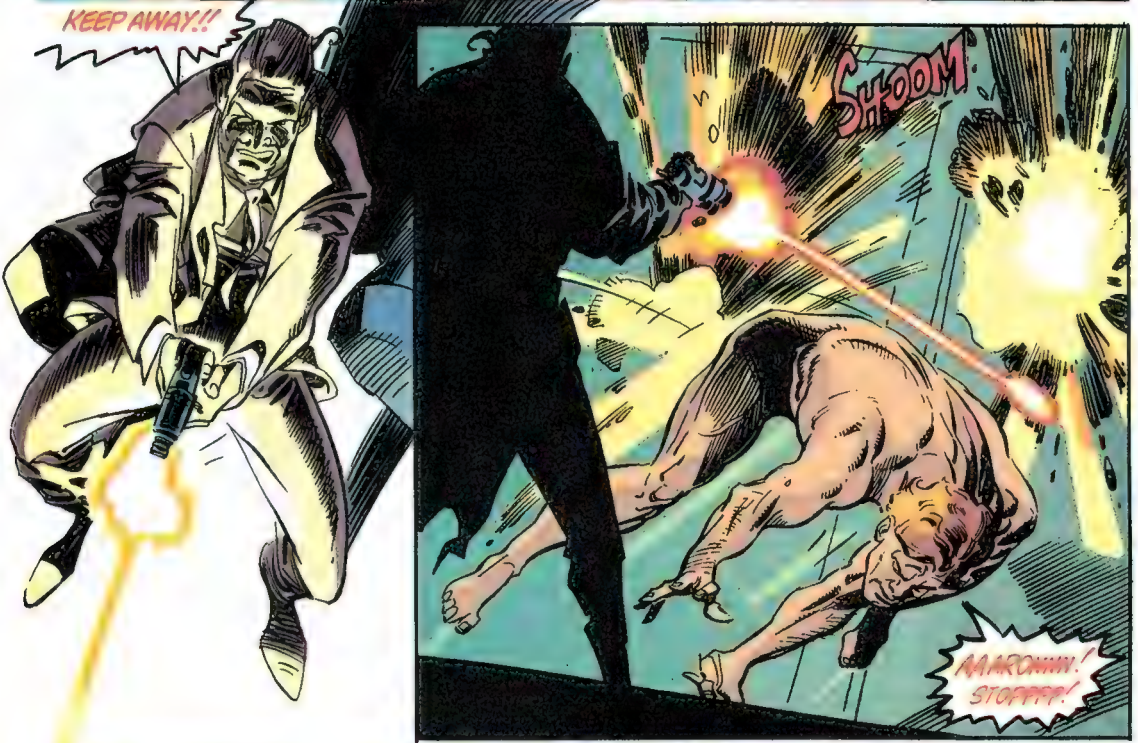
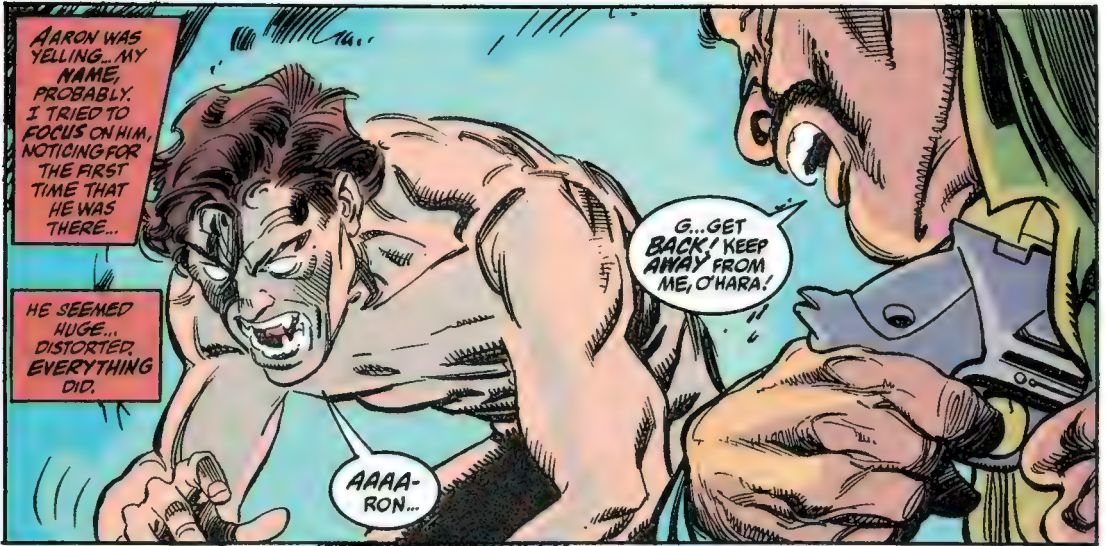
RICK PARKER  
LETTERER

NOELLE GIDDINGS  
COLORIST

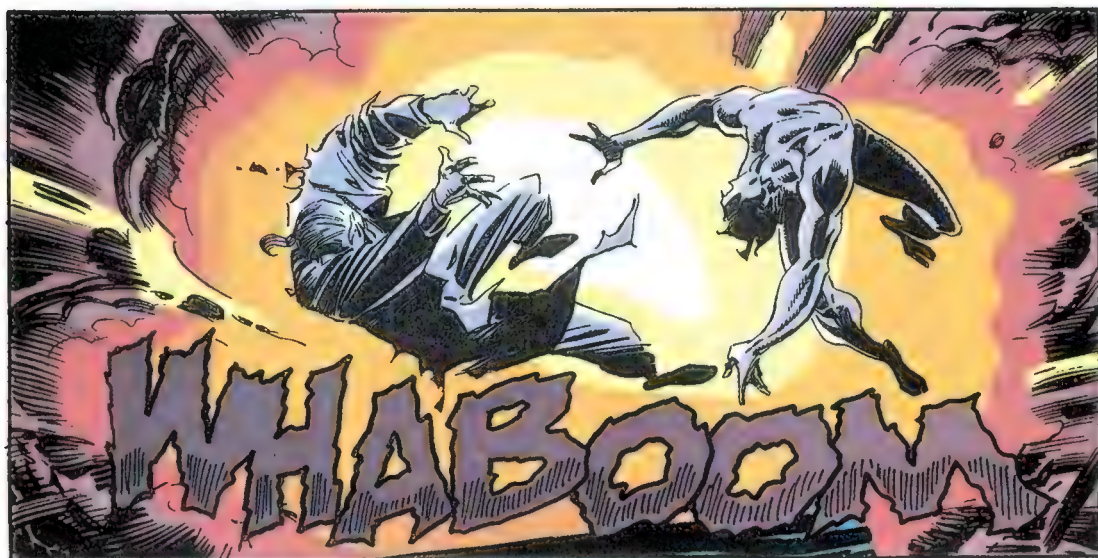
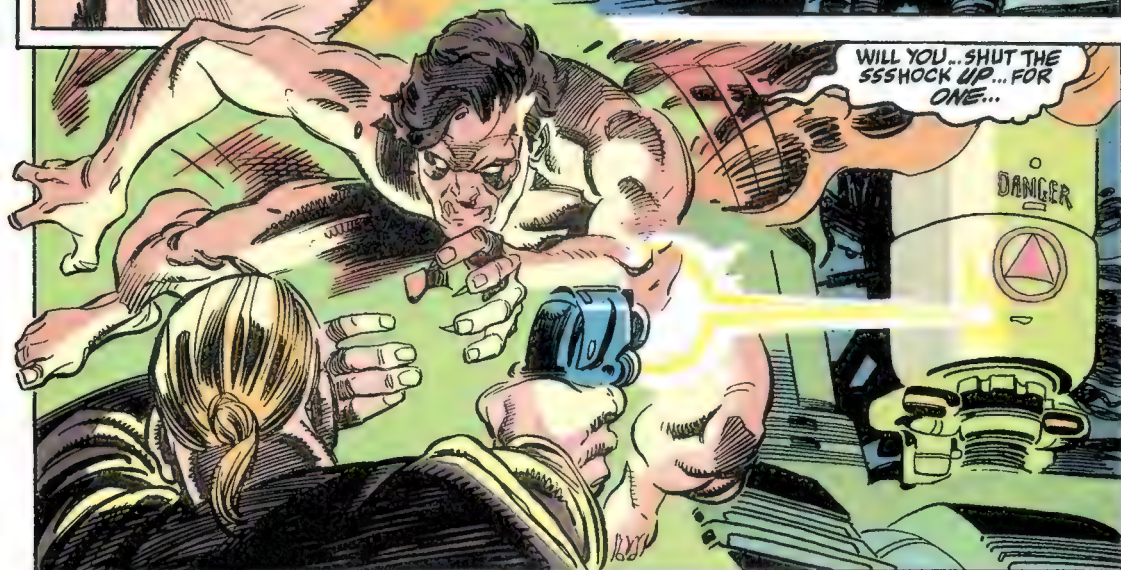
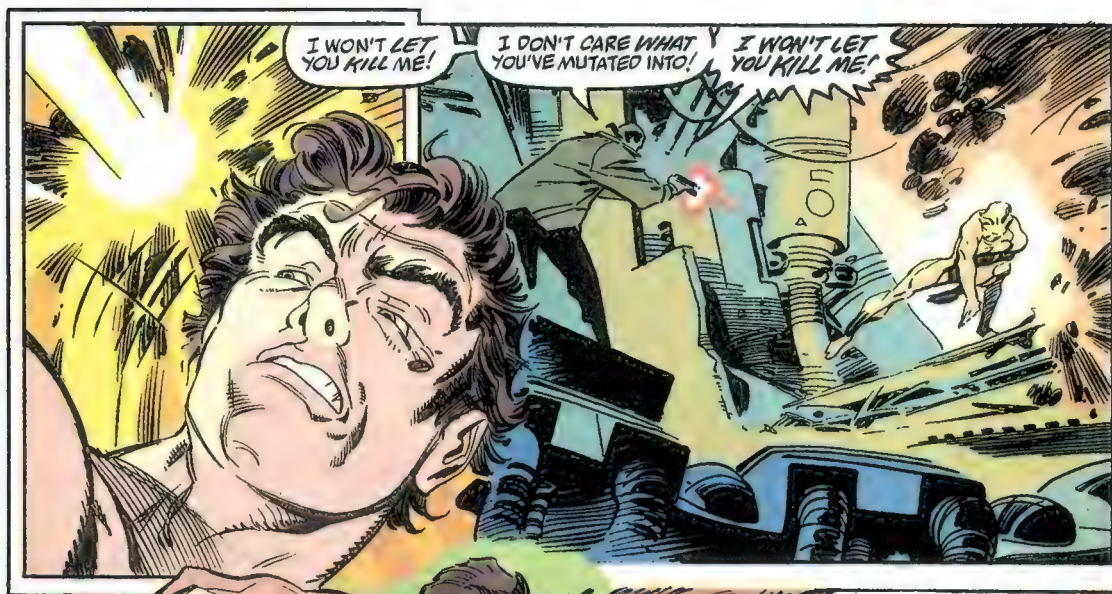
JOEY CAVALIERI  
EDITOR

TOM DEFALCO  
MAD SCIENTIST

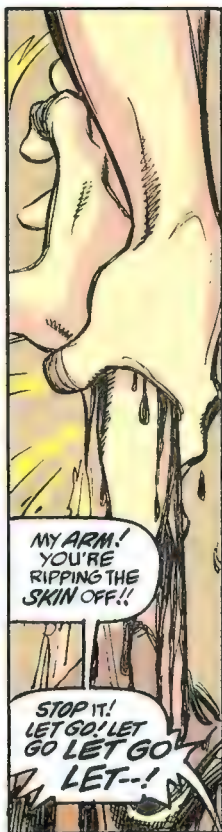
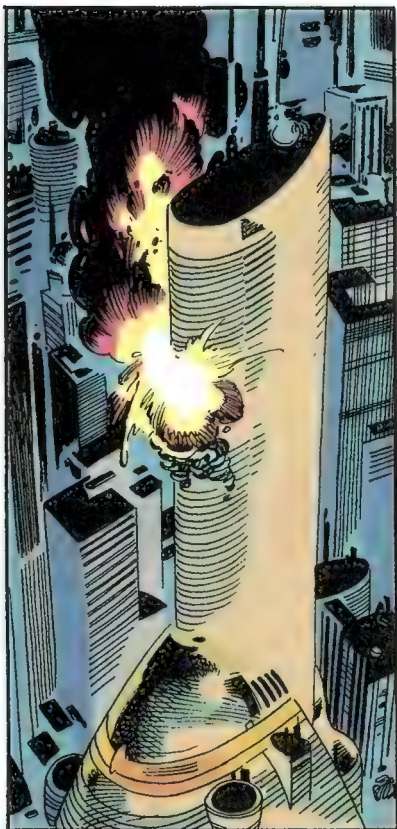




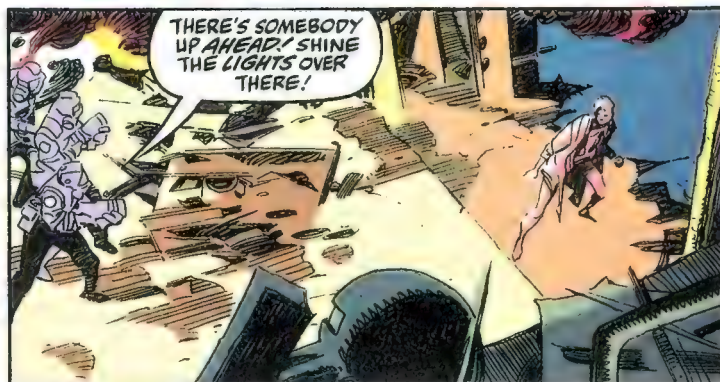




















UNHHHH!

FINGERS ALONE...  
WEREN'T HOLDING  
ME...

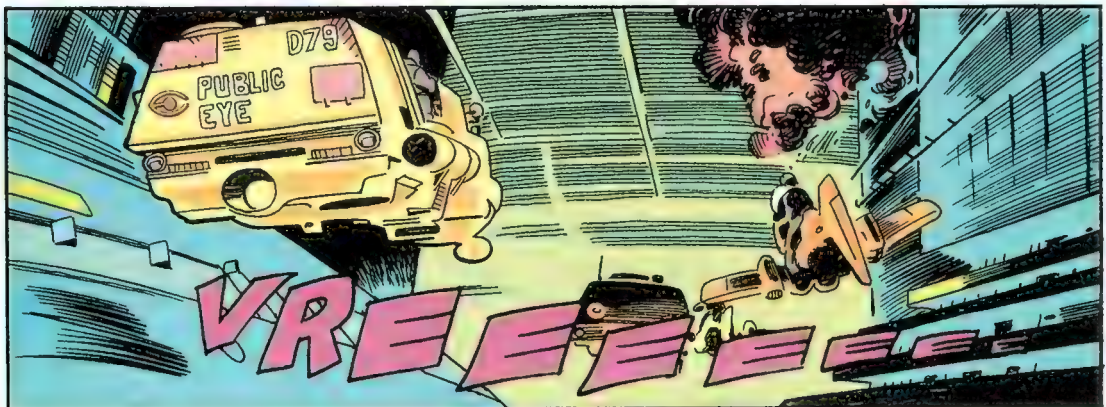
TALONS ON MY  
FEET TOO... MUST  
BE ANGLED  
DIFFERENT...  
SUPPORTING  
ME...

OKAY... OKAY...  
WHATEVER  
HAPPENS...  
DON'T LOOK  
DOWN. LOSER  
MOVE.  
DON'T LOOK  
DOWN.

DON'T  
LOOK  
DOWN.

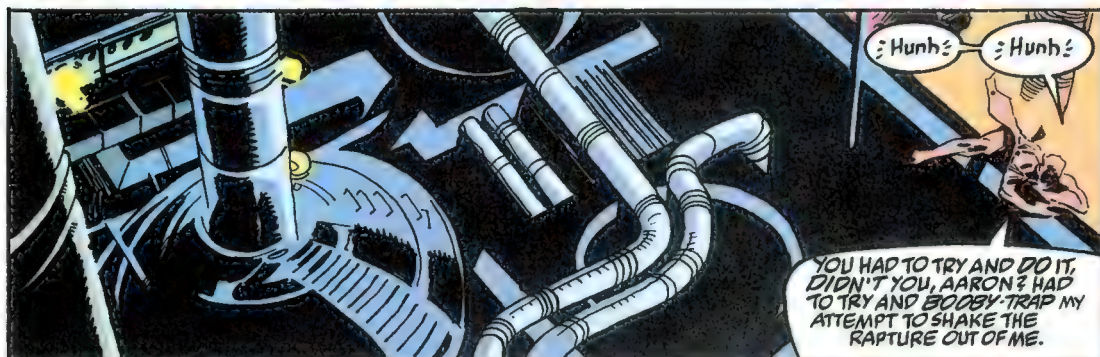
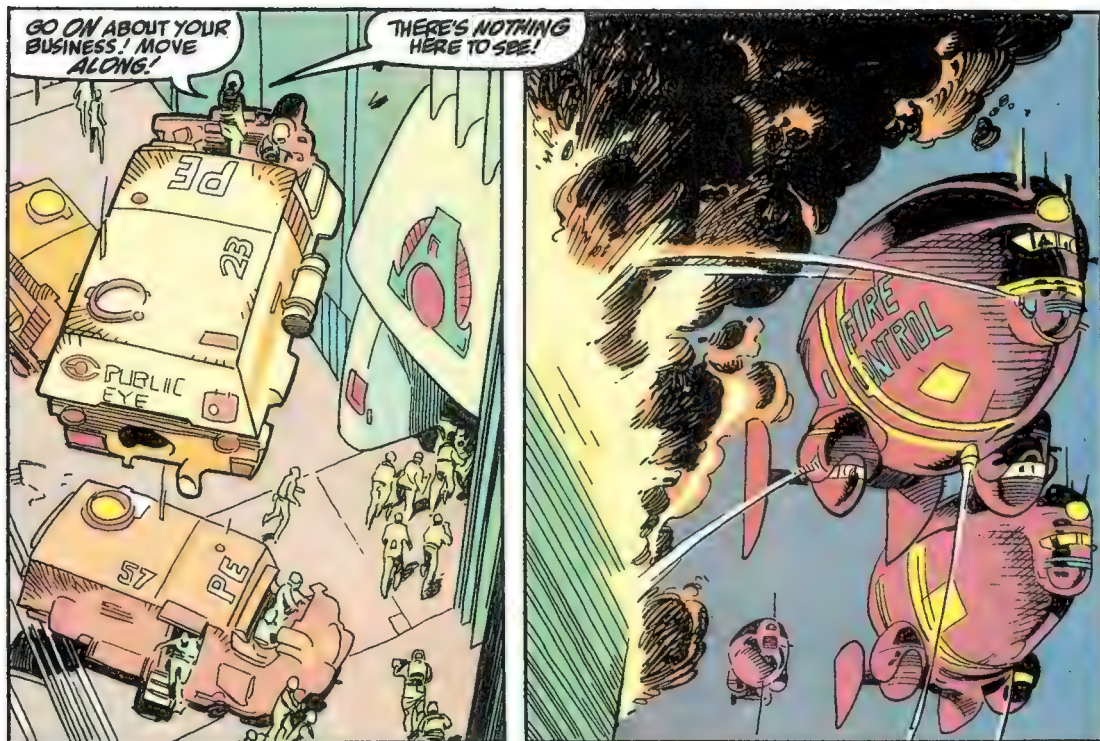


OKAY... WHATEVER  
HAPPENS... DON'T  
LOOK DOWN AGAIN.

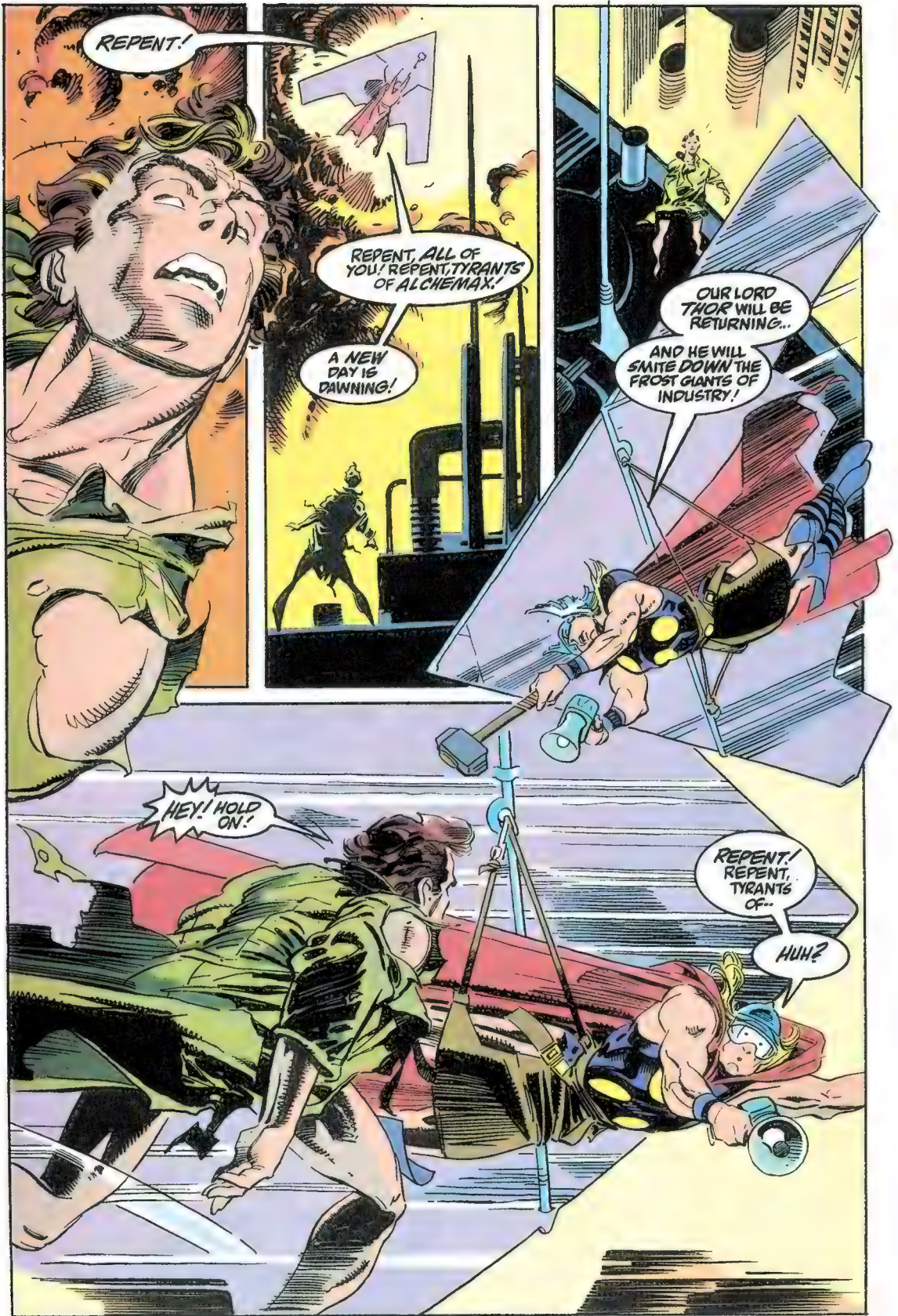


VREEEEEE









REPENT!

REPENT, ALL OF  
YOU! REPENT, TYRANTS  
OF ALCHEMAX!

A NEW  
DAY IS  
DAWNING!

OUR LORD  
THOR WILL BE  
RETURNING...

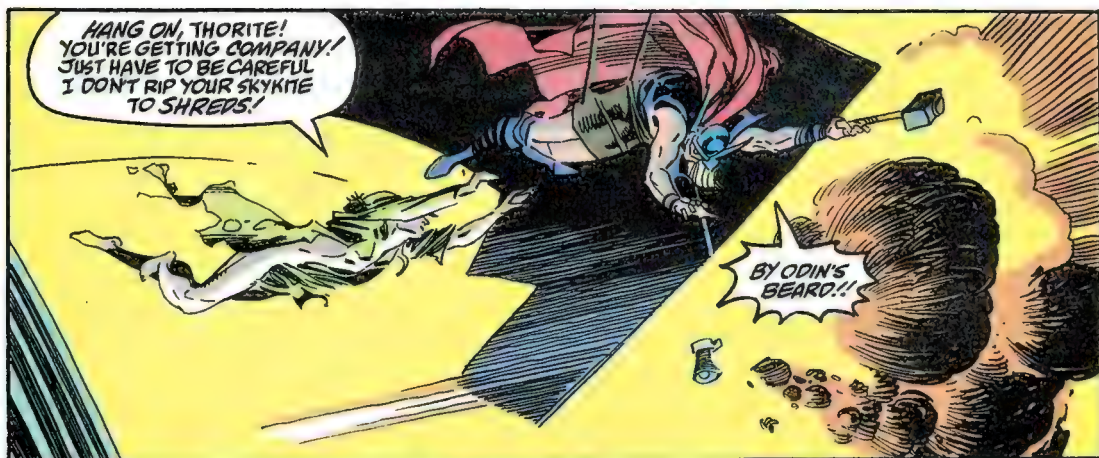
AND HE WILL  
SMITE DOWN THE  
FROST GIANTS OF  
INDUSTRY!

HEY! HOLD  
ON!

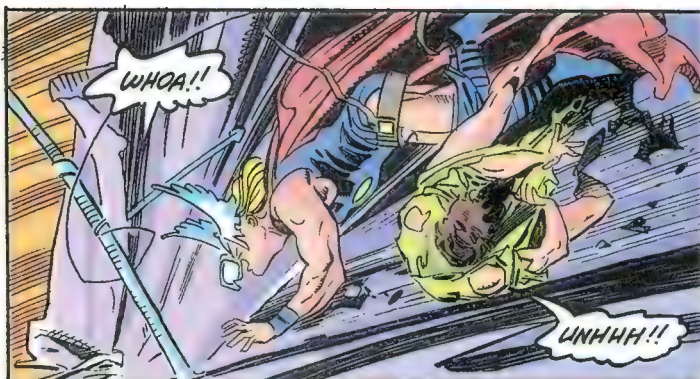
REPENT!  
REPENT,  
TYRANTS  
OF--

HUH?









SORRY. I WRECKED UP YOUR SKY-KITE PRETTY GOOD. MAYBE YOU CAN... I DUNNO... SEW IT BACK TOGETHER OR SOMETHING.





YOU FAILED AGAIN, STONE. THIS IS ALL THAT REMAINS OF YOUR ASSASSIN.

ALCHEMAX STANDARDS SEEM TO HAVE DETERIORATED SINCE MY EMPLOYMENT IN THE ELITE.

MY DEAR TIGER WYLDE, OFFICIALLY, ALCHEMAX DENIES ANY CONNECTION TO THE ALLEGED ASSASSIN. YOUR LONG-AGO DEPARTURE IS OF LITTLE CONCERN TO THE FIRM.

DON'T PATRONIZE ME, STONE. YOUR BOARD OF DIRECTORS IS VERY CONCERNED ABOUT LATVERIA.

IF ALCHEMAX WANTS WAR, I'LL GLADLY OBLIGE. AND I'LL TAKE GREAT SATISFACTION IN PERSONALLY GRINDING YOU INTO DUST.

TIGER WYLDE, YOUR THREATS DON'T...

TIGER WYLDE?

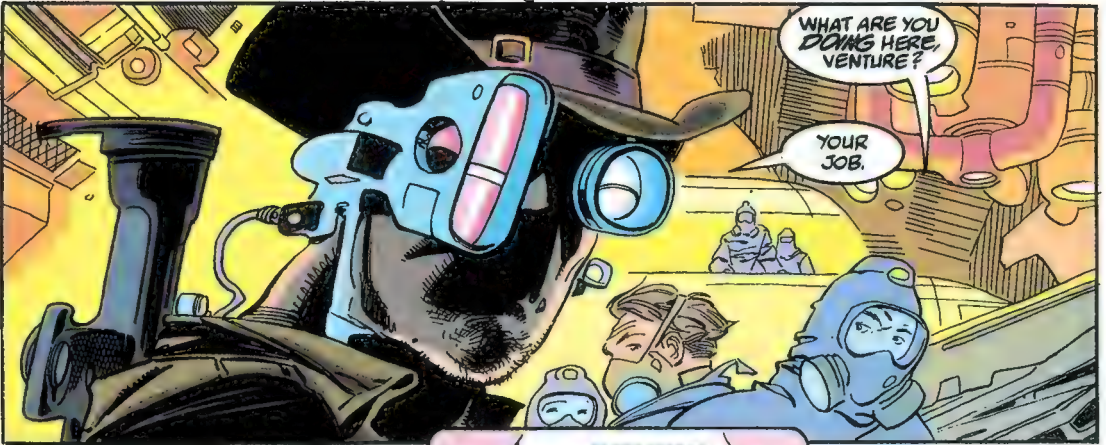
BURN THE MAN!

MABEL! TELL DR. CRANE TO GET HIS SCRAWNY BUTT UP HERE AND WHERE'S VENTURE? I SUMMONED HIM AN HOUR AGO!

VENTURE IS IN THE BUILDING, MR. STONE. HE'S INSPECTING THE DAMAGE SITE.

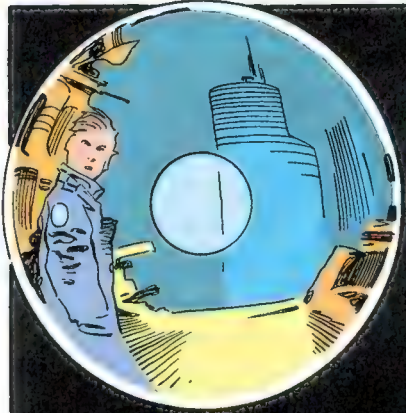
EXCUSE ME, ONE SIDE, PLEASE.





WHAT ARE YOU DOING HERE, VENTURE?

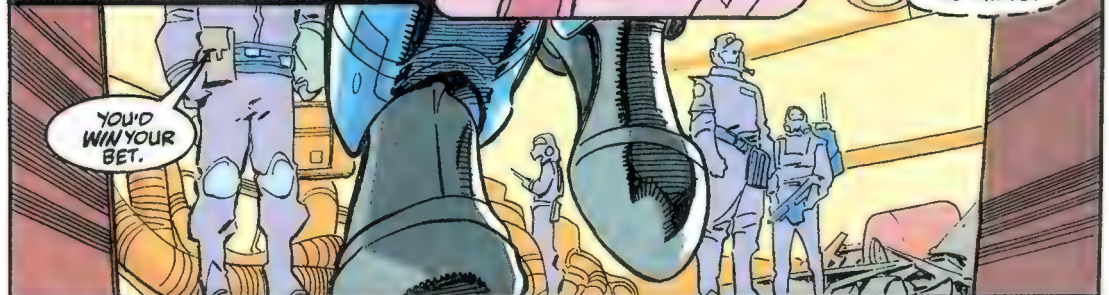
YOUR JOB.



JUST STANDS THERE, STARING. ALL THESE "ELITE" GUYS GIVE ME THE CREEPS.

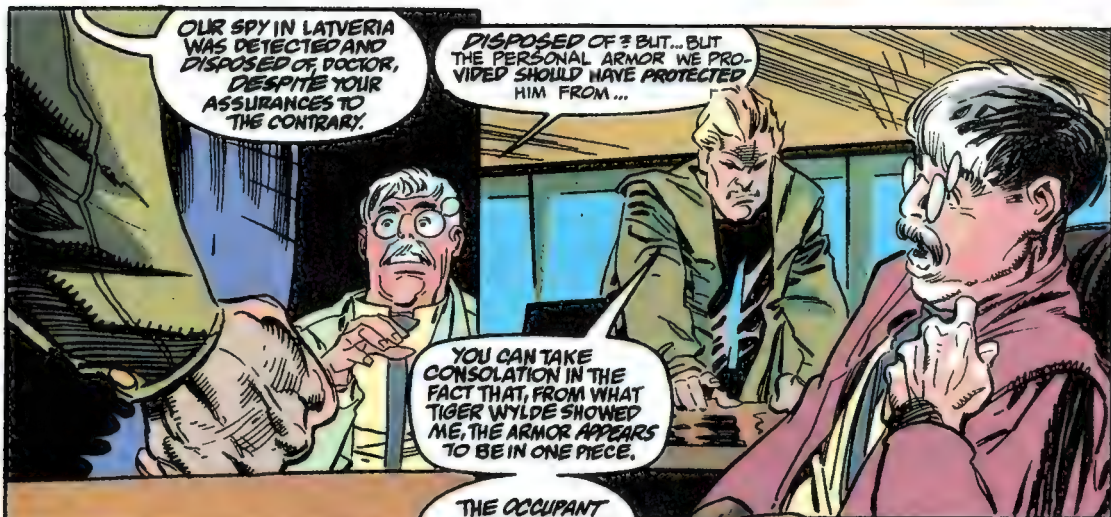


QUIET. I BET HE CAN HEAR YOU NO MATTER HOW YOU WHISPER.

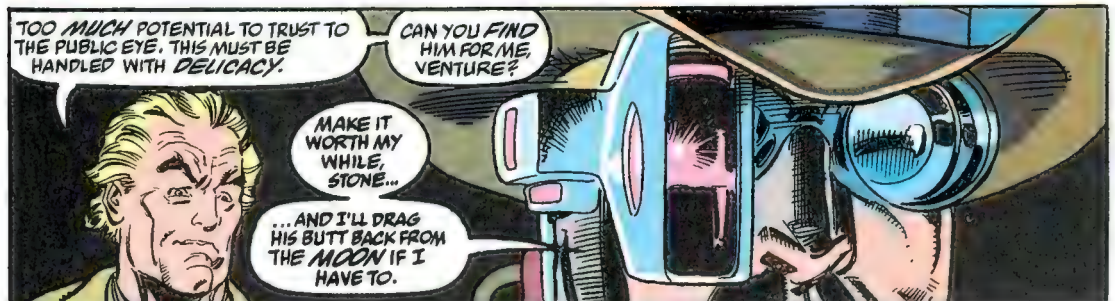
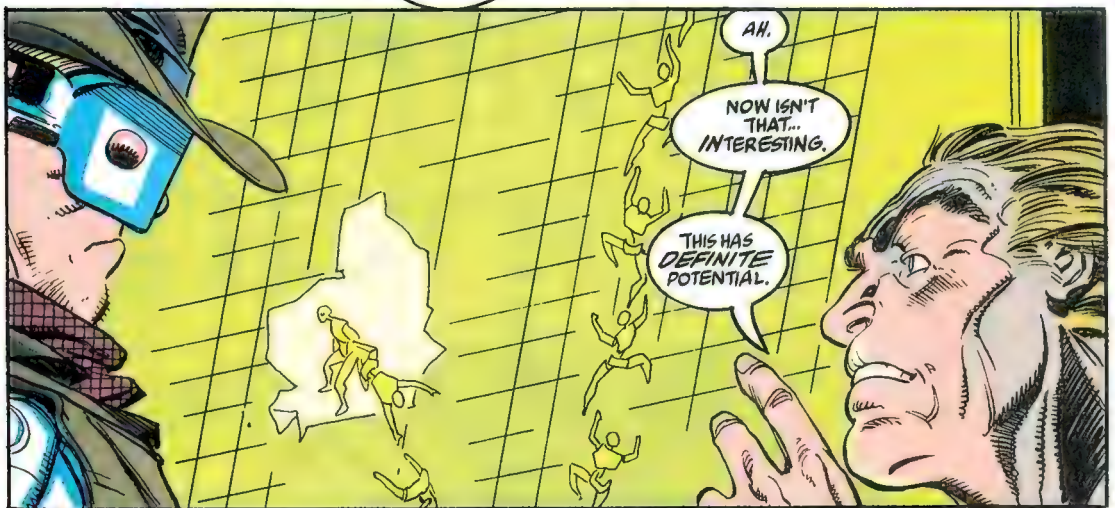
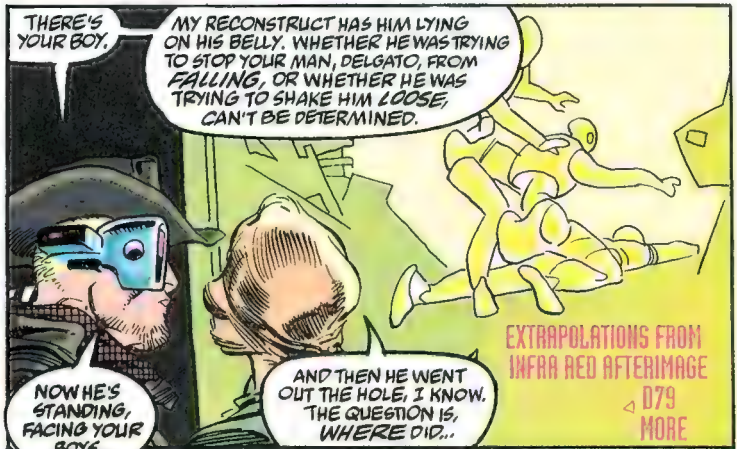
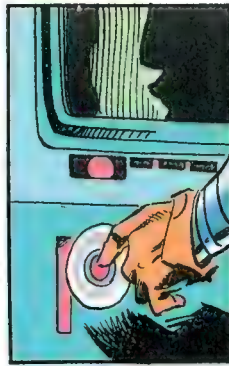
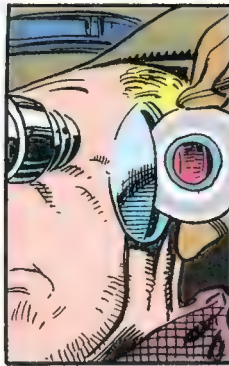
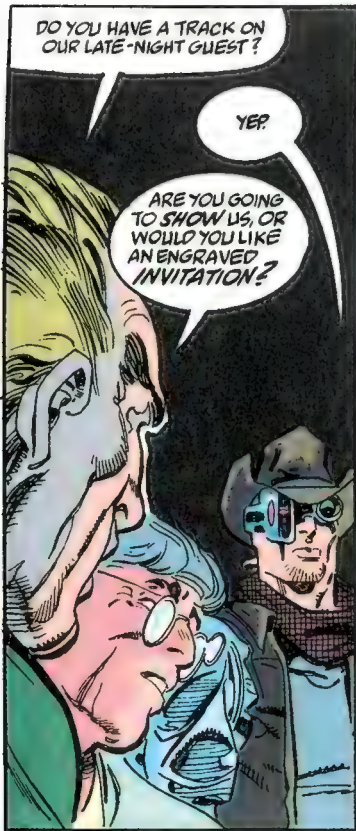


YOU'D WIN YOUR BET.

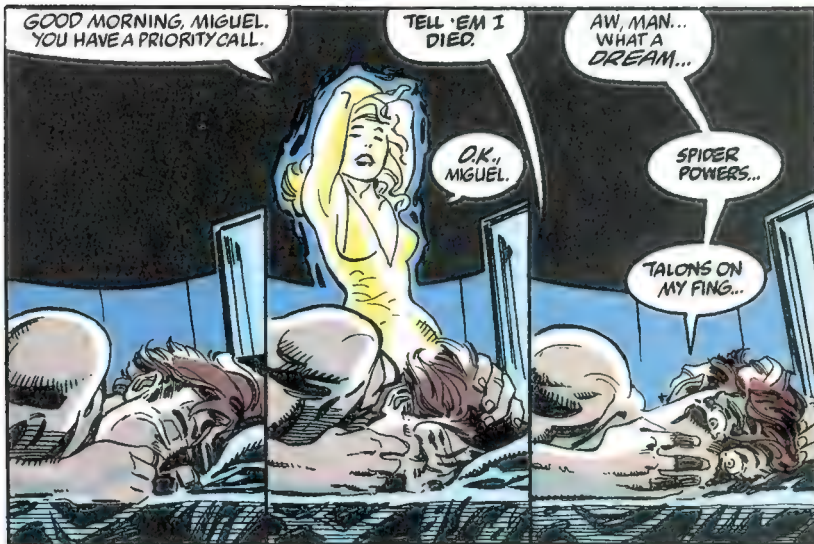












GOOD MORNING, MIGUEL. YOU HAVE A PRIORITY CALL.

TELL 'EM I DIED.

AW, MAN... WHAT A DREAM...

O.K., MIGUEL.

SPIDER POWERS...

TALONS ON MY FING...



AAAAARRHHH!



THIS IS... THIS IS INSANE...

I RIPPED MY SHEETS TO SHREDS, BUT I HAVEN'T INJURED MYSELF.

OKAY... I'LL TRY TOUCHING MY CHEST VEEBERRY CAREFULLY... MAYBE...

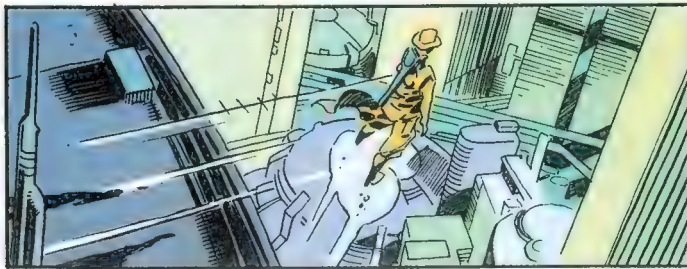
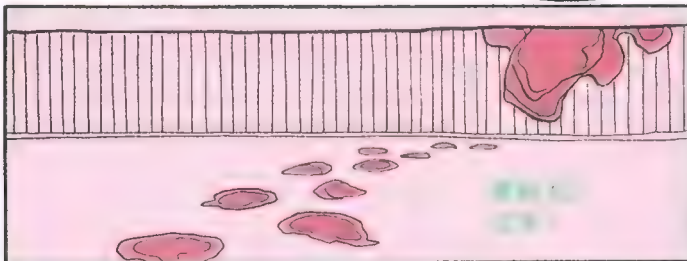
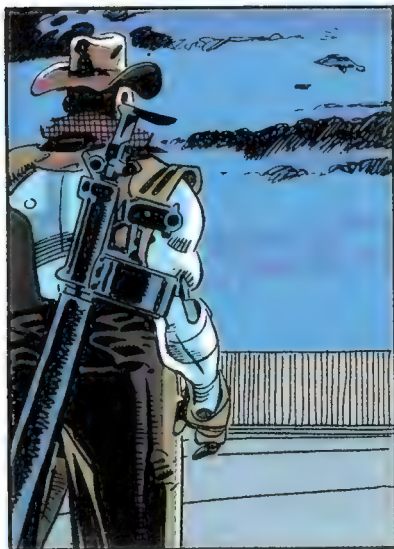


WELL HOW ABOUT THAT?

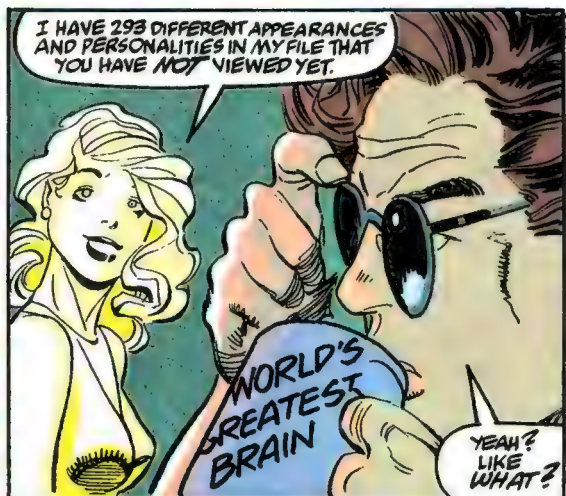
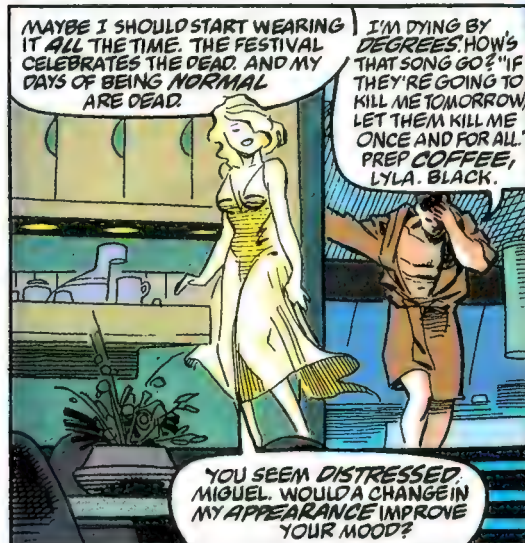
THEY RETRACT AUTOMATICALLY WHENEVER I TOUCH MY OWN SKIN.

THAT'S GOOD. OTHERWISE GOING TO THE BATHROOM WOULD BE AN ADVENTURE, AND PICKING MY NOSE WOULD BE LETHAL. ...SO... SO IF IT'S A SAFETY REFLEX OF SOME SORT... MAYBE, IF I CONCENTRATE, I CAN RETRACT THEM CONSCIOUSLY.

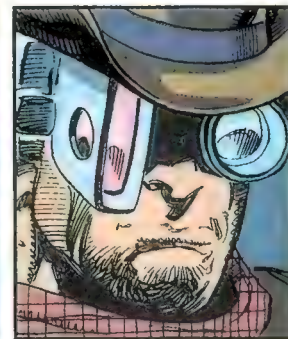
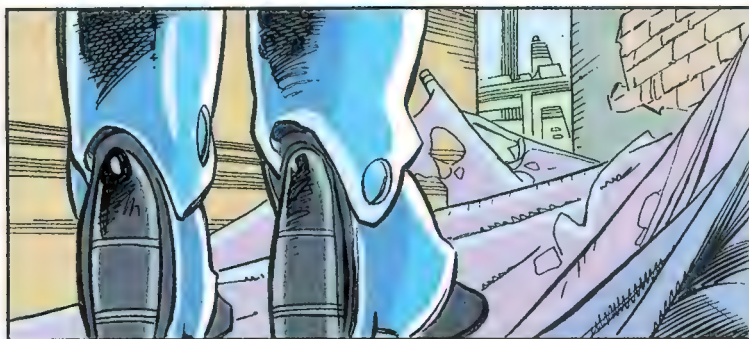
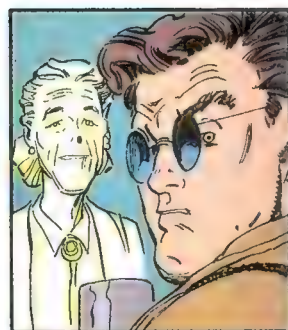
HUNH. WELL... MAYBE WITH PRACTICE...



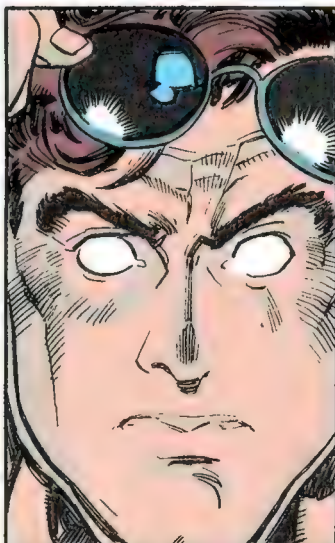




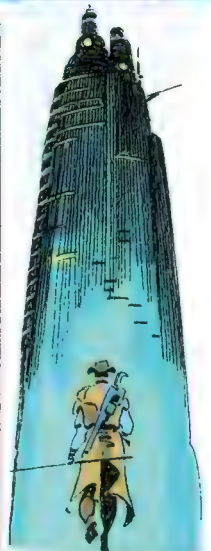
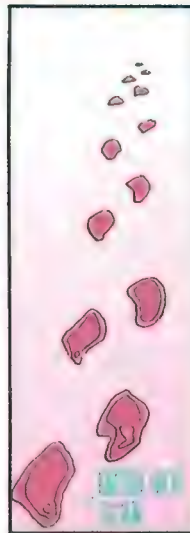
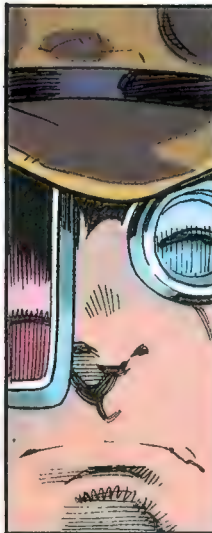
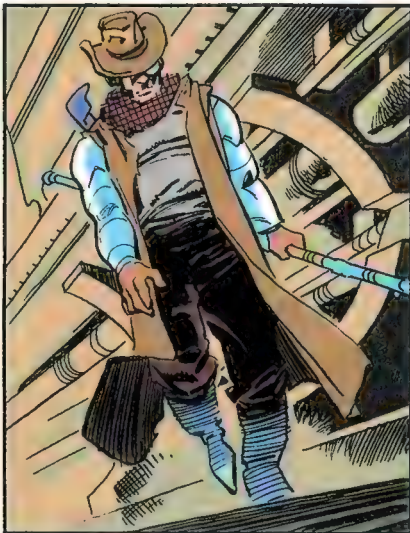
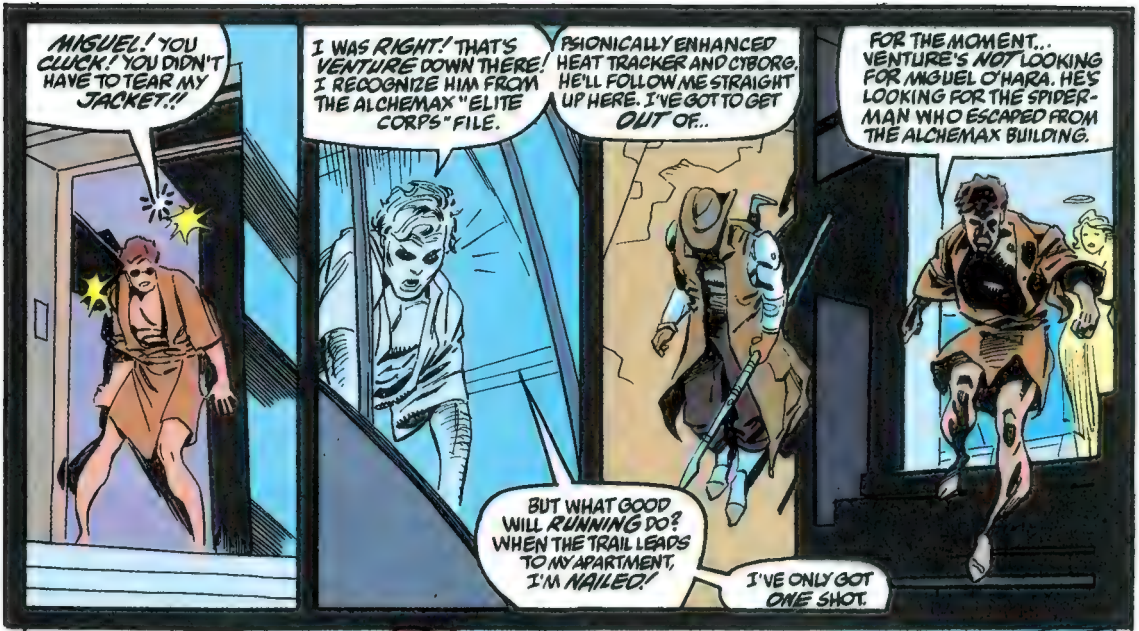












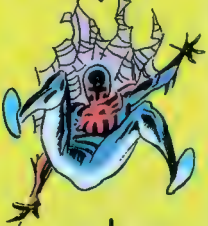




LYLA!  
OPEN THE  
WINDOW!

THE WINDOWS DON'T  
OPEN, MIGUEL. THEY'RE  
SEALED FOR YOUR  
PROTECTION.

MIGUEL... I'M  
CONCERNED ABOUT  
YOUR SAFETY.



ALL RIGHT,  
THE UPDRAFTS  
SHOULD CATCH  
THE LIGHT  
BYTE CLOTH  
RIGHT ABOUT...

NOW!

I  
SAID...

RIGHT  
ABOUT...

NOW!



I SAID...



HEAT IMPRESSIONS  
ARE GETTING  
**STRONGER.**  
LOOKS LIKE I'M  
CLOSING IN ON...

eh?

GOOD THING THE  
GLIDER MATERIAL  
FINALLY KICKED IN...  
OR MY ESCAPE  
ATTEMPT WOULD  
HAVE BEEN RULED  
**SUICIDE.**

OKAY... CAUGHT HIM  
FLATFOOTED. NOW... HAVE  
TO SAY SOMETHING THAT  
WILL SHAKE HIM UP.  
SHOW HIM WHO'S  
**BOSS.**

AND NOT LET  
HIM KNOW THAT  
I'M **TERRIFIED**  
OUT OF MY  
**SKULL.**

SOMETHING  
LIKE... LIKE...

**KLA-  
THUMP!**





HI.

THAT  
WASN'T  
IT.

Next: NOTHING  
GAINED!





\$1.25 US

\$1.50 CAN

3  
JAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



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CONCLUDING *THE ORIGIN OF*

# SPIDER-MAN

## 2099





STAN LEE PRESENTS:

# SPIDER-MAN 2099



THOU ART AN  
ENEMY OF THE  
HARBINGER OF  
THOR!

THAT MAKES THEE  
OUR ENEMY AS  
WELL!

PREPARE TO  
BE THOROUGHLY  
SMITED!

GET BACK,  
YOU IDIOTS!  
YOU DON'T  
KNOW WHAT  
YOU'RE  
DEALING  
WITH!

BUT I KNEW, I KNEW  
WHAT VENTURE WAS  
CAPABLE OF.  
I DON'T KNOW WHERE  
THOSE THORITES POPPED  
OUT FROM. THE CITY SEEMS  
TO BE CRAWLING WITH  
THEM LATELY, BUT I KNEW  
THAT IF THEY TRIED TO SLUG  
IT OUT WITH VENTURE,  
THAT THERE WOULD BE...

GETTING  
ALL THIS,  
LYLA?

OF COURSE,  
MIGUEL. I'M IN  
FULL RECORD  
MODE.

**"NOTHING  
GAINED."**

PETER DAVID  
WRITER  
RICK LEONARDI  
PENCILER  
AL WILLIAMSON  
INKER  
RICK PARKER  
LETTERER  
NOELLE GIDDINGS  
COLORIST  
JOEY CAVALIERI  
EDITOR  
TOM DEFALCO  
ALCHEMIX C.E.O.



AT THAT POINT, I WAS JUST TRYING TO THROW VENTURE OFF THE SCENT...



...THE SCENT THAT WOULD HAVE LED STRAIGHT TO ME IF I'D LET IT.



INSTEAD, THOSE IDIOT THOR WORSHIPPERS GOT IN THE WAY, AND...

...IT WAS HORRIBLE.



I CAN KEEP THIS JUGGLING ACT GOING ALL DAY, SON.

'LESS IT BORES ME.

THEN PEOPLE START DYING.

EEYYAAAH!





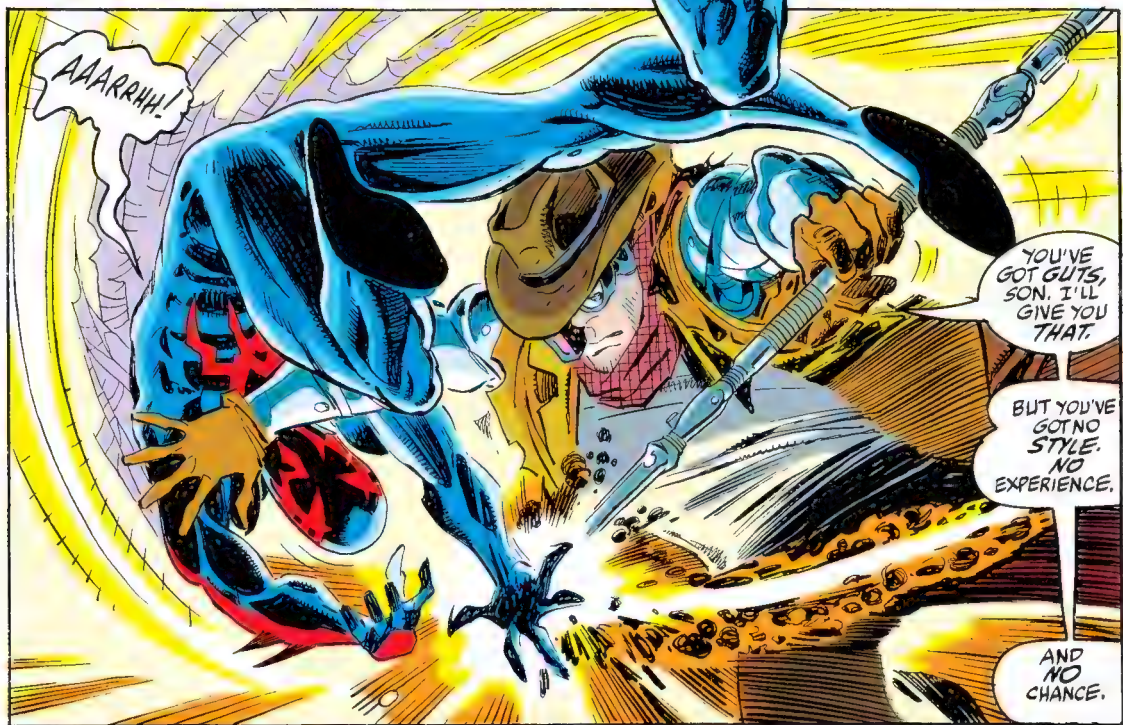


YOU WANT THEIR DEATHS ON YOUR CONSCIENCE, SON? MAYBE YOU CAN LIVE WITH IT... BUT THEY CAN'T.



WHAT I WANT...

...IS TO BE LEFT ALONE!



AAARRRH!

YOU'VE GOT GUTS, SON. I'LL GIVE YOU THAT.

BUT YOU'VE GOT NO STYLE. NO EXPERIENCE.

AND NO CHANCE.



ALCHEMAX WANTS YOUR BLACK-CLAD BUTT, AND I'M HERE TO BRING IT TO THEM. IF YOU WANT TO MAKE THIS TOUGH, IT'S ONLY GOING TO BE TOUGH ON YOU.

HE'S... HE'S RIGHT. HIS ROD'S NERVE-NUMBED MY RIGHT ARM... AND HE'S JUST GETTING STARTED!





THIS IS *INSANE*. THE LAST TIME I WAS IN A SERIOUS FIGHT, I WAS SIX YEARS OLD... AND I GOT CLOBBERED.

AND NOW I'M TRYING TO SLUG IT OUT WITH ALCHEMAX'S NUMBER ONE HIRED CYBORG? WHAT WAS I THINKING?!

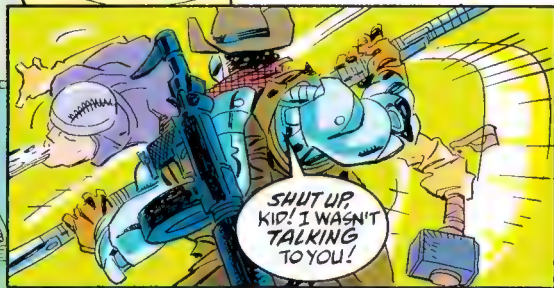
WELL... "SPIDER-MAN?"

IN THE NAME OF THOR, GOD OF THUNDER, I--



MAYBE... MAYBE ALCHEMAX WILL GIVE ME A *BREAK*. MAYBE IF I SURRENDER, WE CAN WORK THINGS OUT. I CAN TALK TO THEM. *TALKING'S* MY STRONG SUIT, *NOT* HEROICS.

STILL CAN'T MOVE MY RIGHT ARM. MY LEFT ARM ITCHES SOMETHING *FIERCE*. ENOUGH'S ENOUGH. TIME TO PACK IT IN AND GIVE UP--



SHUT UP, KID! I WASN'T TALKING TO YOU!



GRRRR!!

IN FACT, YOU'RE SUCH A WASTE OF PROTOPLASM, I DON'T THINK ANYONE WILL BENEFIT FROM TALKING TO YOU.



IN CASE YOU THOUGHT I WAS *KIDDING*, SPIDER-MAN...

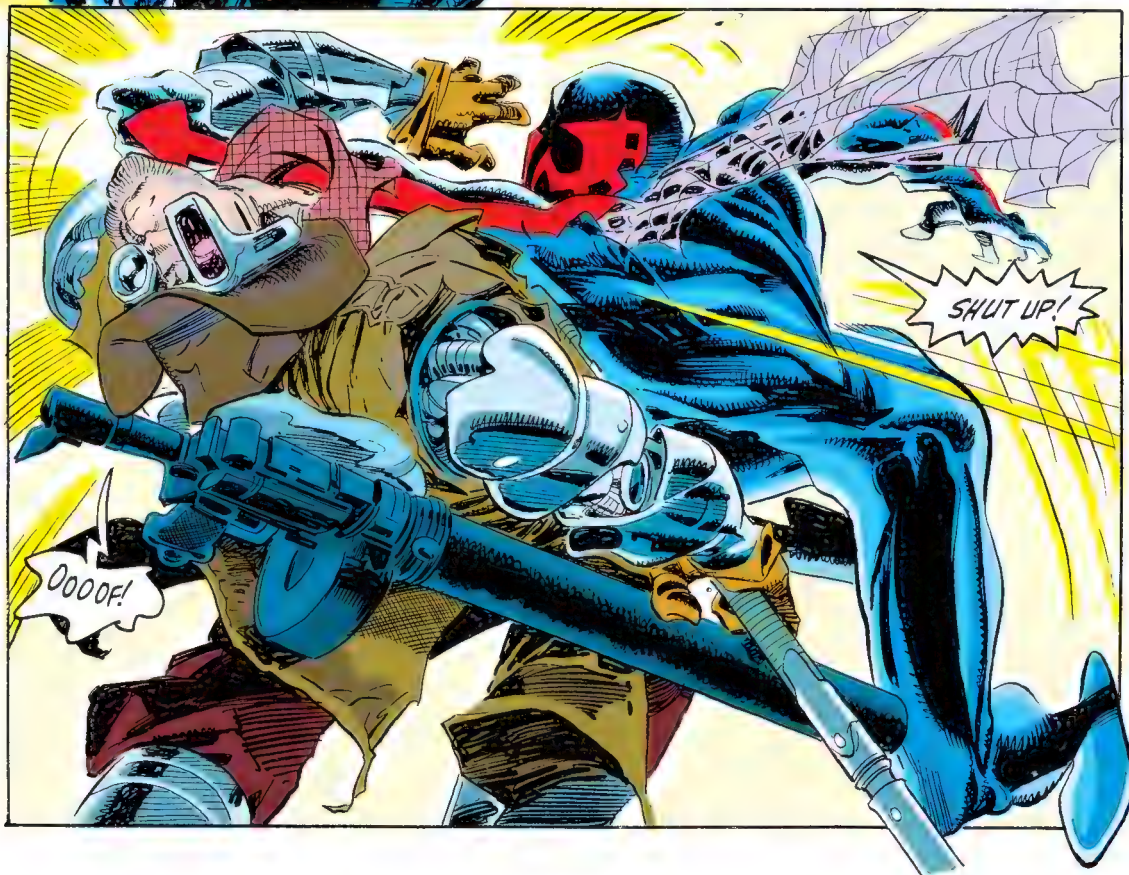
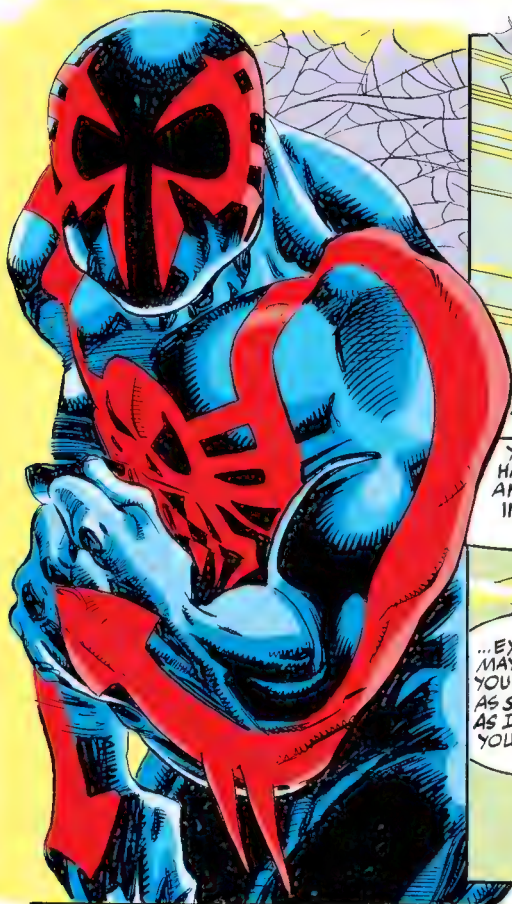
I DON'T KID, AND I DON'T SCARE. BUT I DON'T THINK YOU CAN SAY THE SAME. I CAN SMELL YOUR FEAR FROM HERE, AND YOU'RE *SMART* TO BE SCARED.

BALDER'S DEAD! HE'S DEAD! THE FIRST SIGN OF THE END IS UPON US!

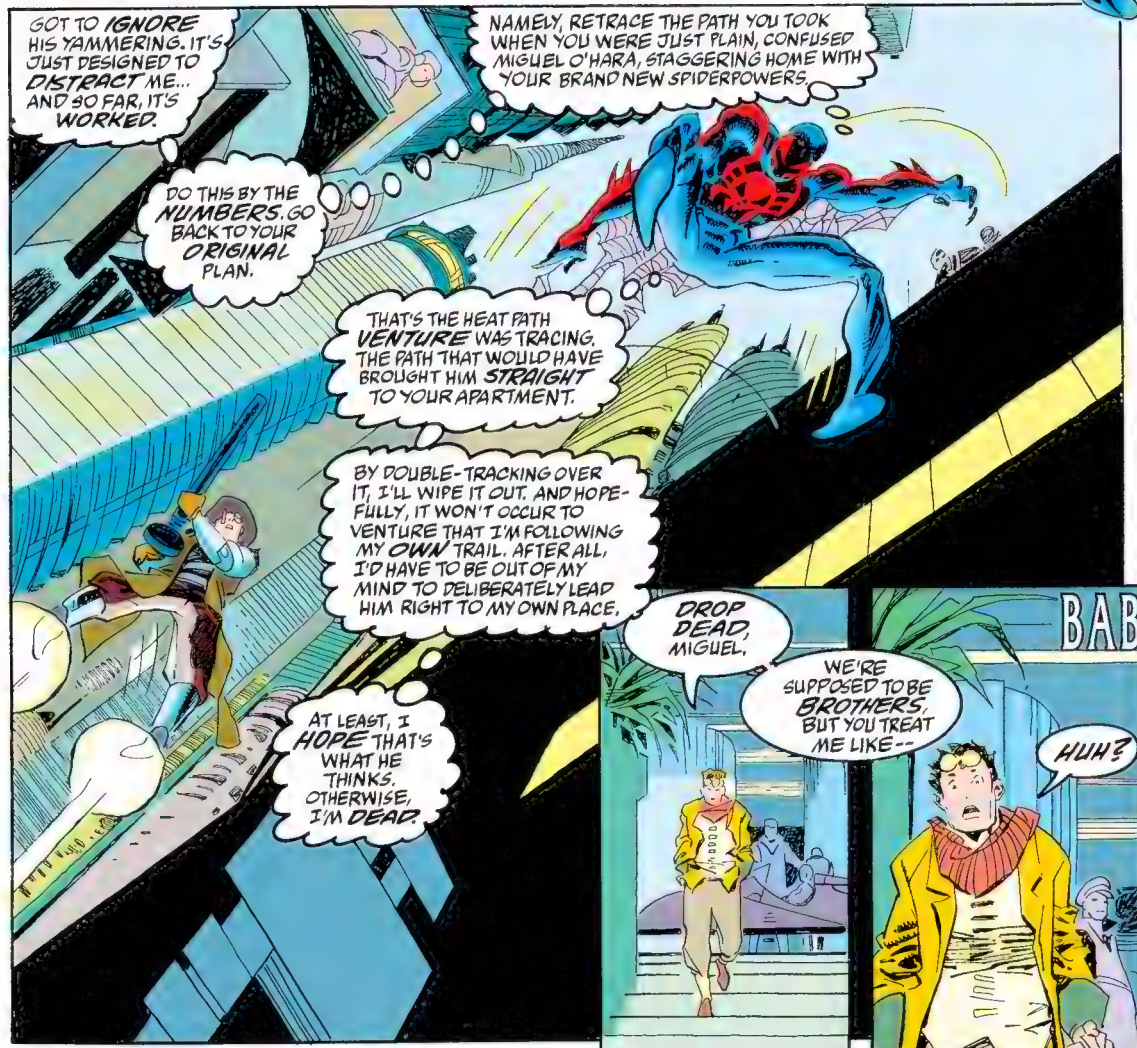
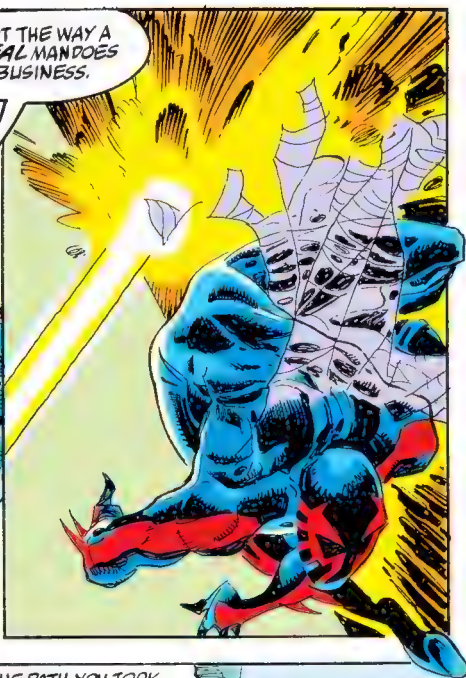
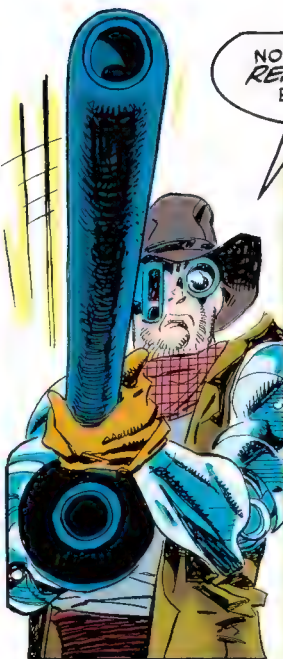
HEY, KILL ONE OF YOU OR *ALL* OF YOU... MAKES NO DIFFERENCE TO ME. I'M ON OVERTIME.

HOW MANY MORE DIE WILL DEPENDENTIRELY ON THE MAN IN BLACK.

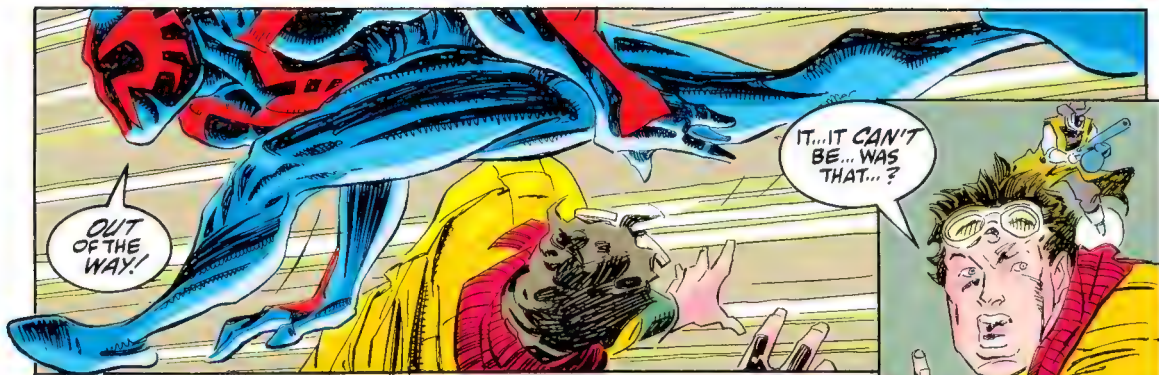












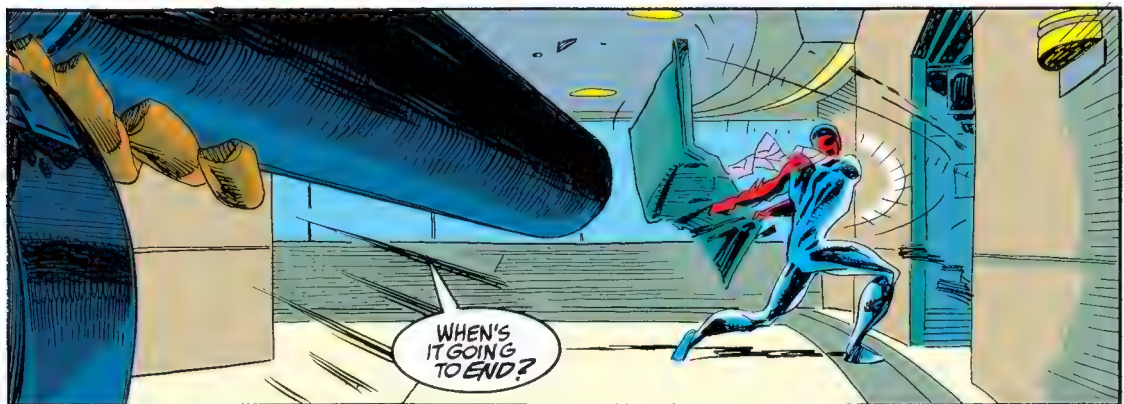
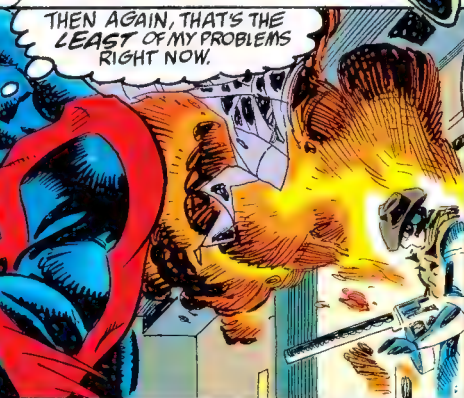




I FEEL LIKE AN IDIOT IN THIS COSTUME. WEARING IT IN MEXICO FOR THE "DAY OF THE DEAD" FESTIVAL WAS ONE THING, BUT THIS...



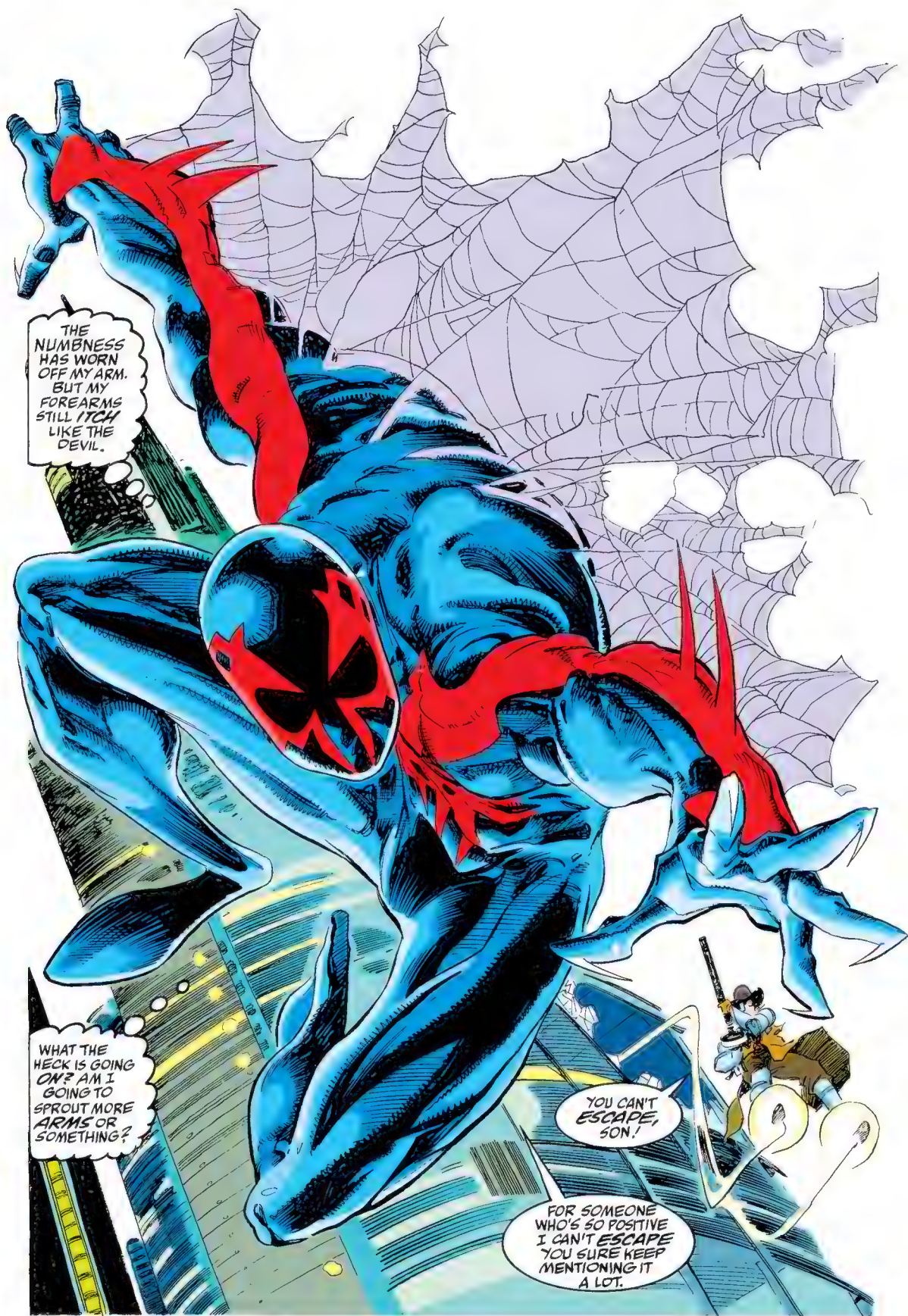
I HOPE NOBODY RECOGNIZES ME.











THE  
NUMBNESS  
HAS WORN  
OFF MY ARM.  
BUT MY  
FOREARMS  
STILL *ITCH*  
LIKE THE  
DEVIL.

WHAT THE  
HECK IS GOING  
*ON*? AM I  
GOING TO  
SPROUT MORE  
ARMS OR  
SOMETHING?

YOU CAN'T  
*ESCAPE*,  
SON!

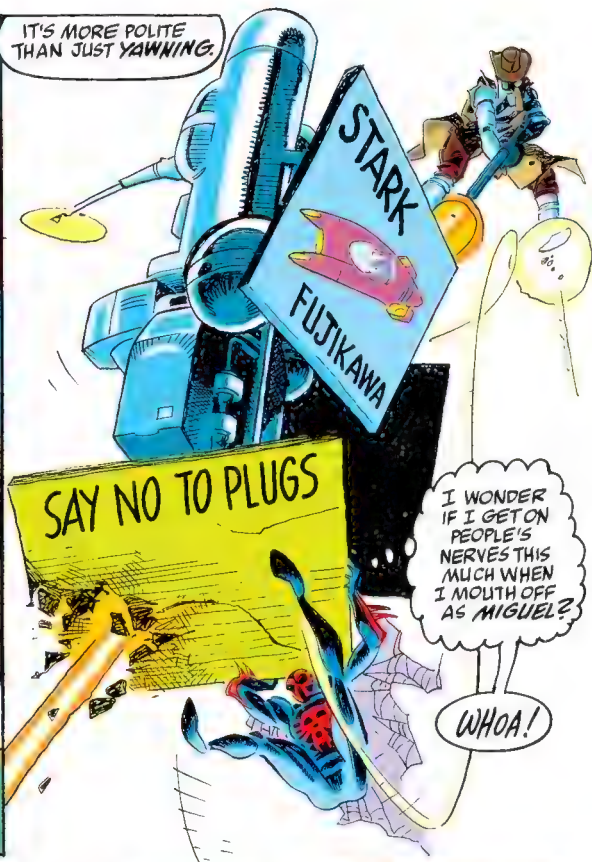
FOR SOMEONE  
WHO'S SO POSITIVE  
I CAN'T *ESCAPE*  
YOU SURE KEEP  
MENTIONING IT  
A LOT.





WELL, YOU GOT ME THERE, SON. ACTUALLY, I'M TALKING TO KEEP MYSELF AWAKE DURING YOUR "ESCAPE ATTEMPTS."

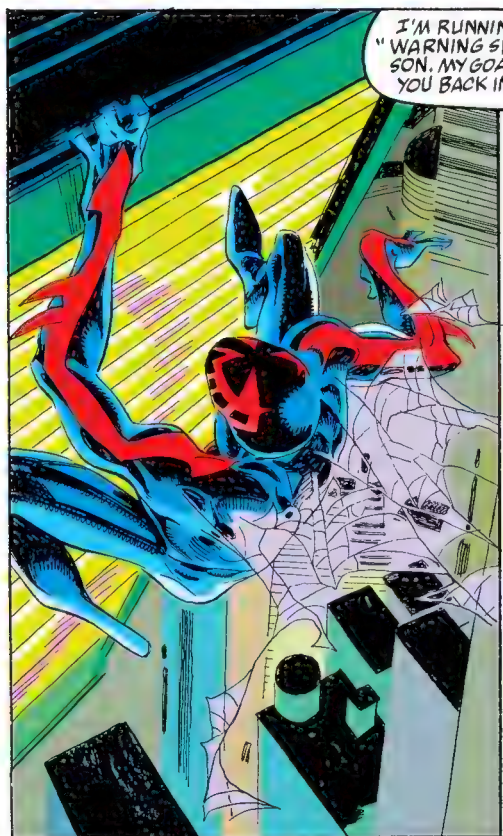
IT'S MORE POLITE THAN JUST YAWNING.



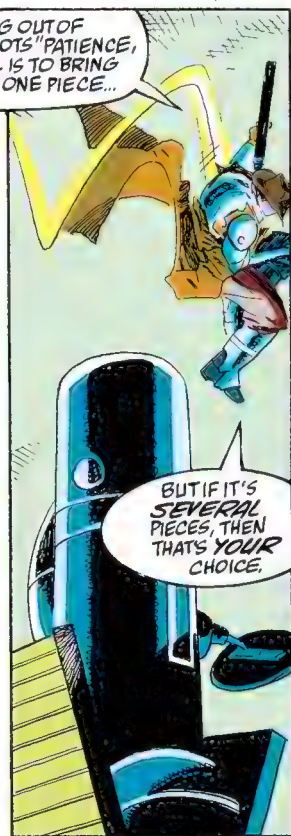
SAY NO TO PLUGS

I WONDER IF I GET ON PEOPLE'S NERVES THIS MUCH WHEN I MOUTH OFF AS MIGUEL?

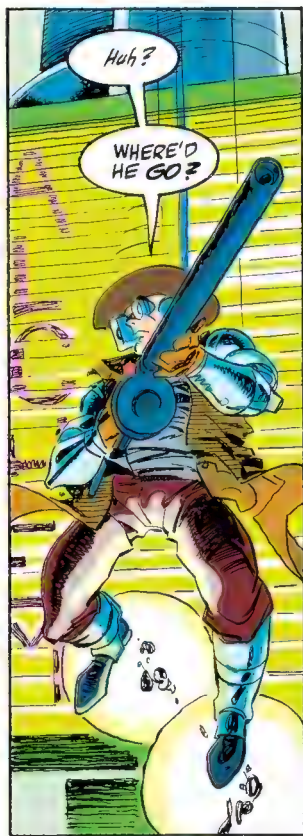
WHOA!



I'M RUNNING OUT OF "WARNING SHOTS" PATIENCE, SON. MY GOAL IS TO BRING YOU BACK IN ONE PIECE...



BUT IF IT'S SEVERAL PIECES, THEN THAT'S YOUR CHOICE.



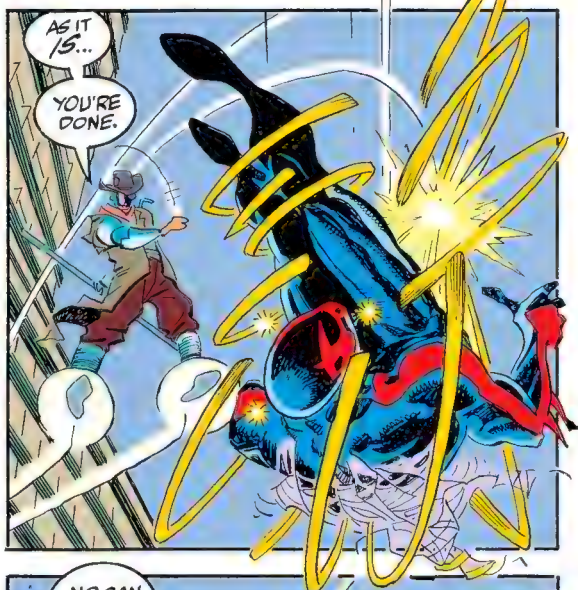
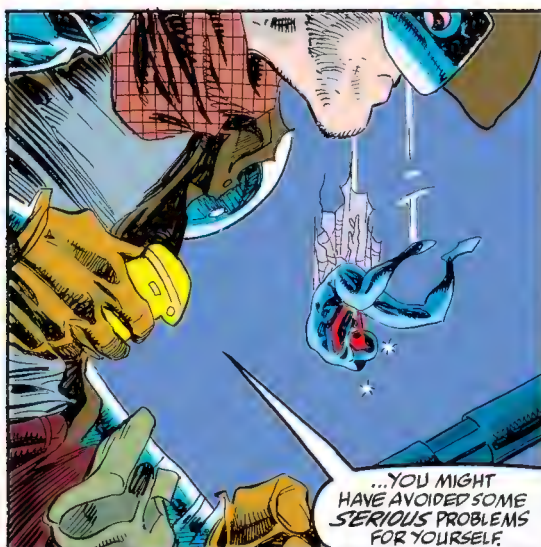
Huh?

WHERE'D HE GO?

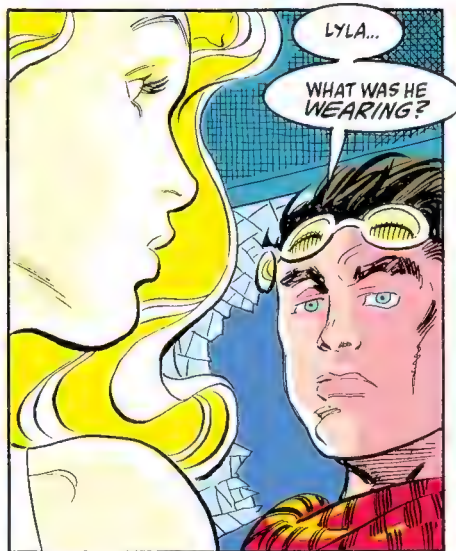
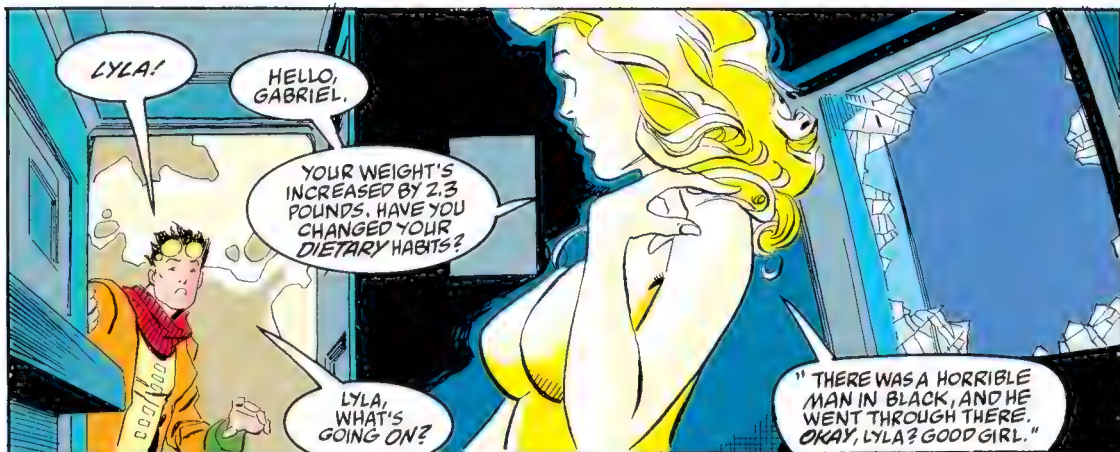




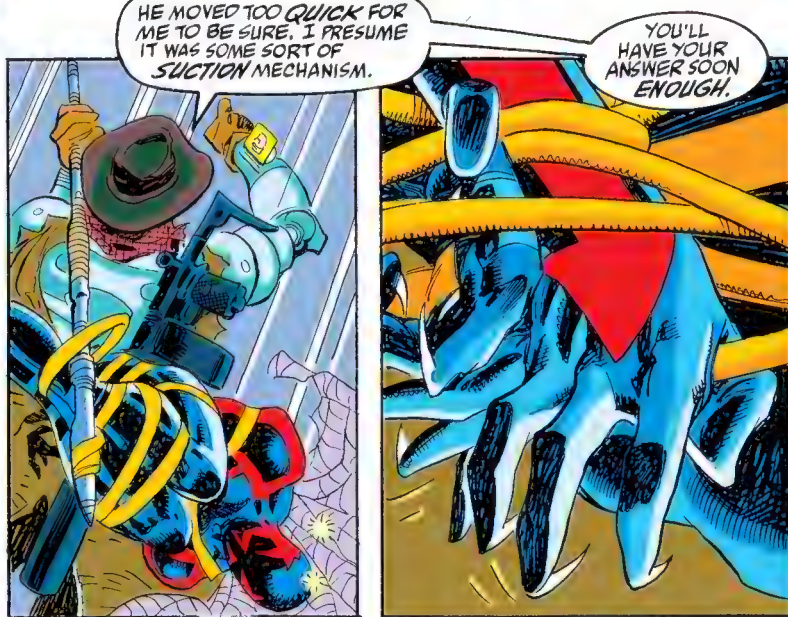
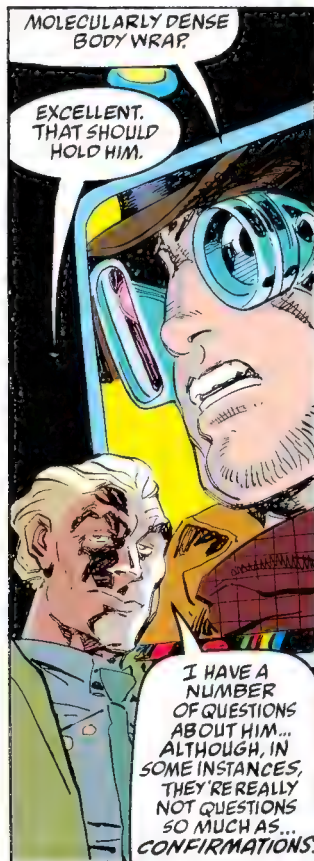
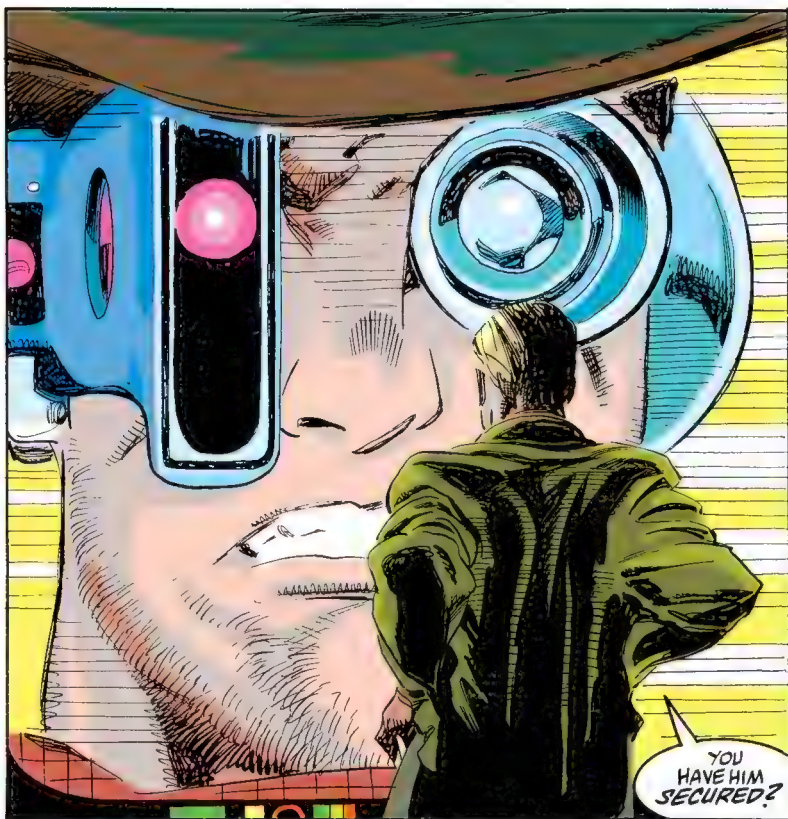




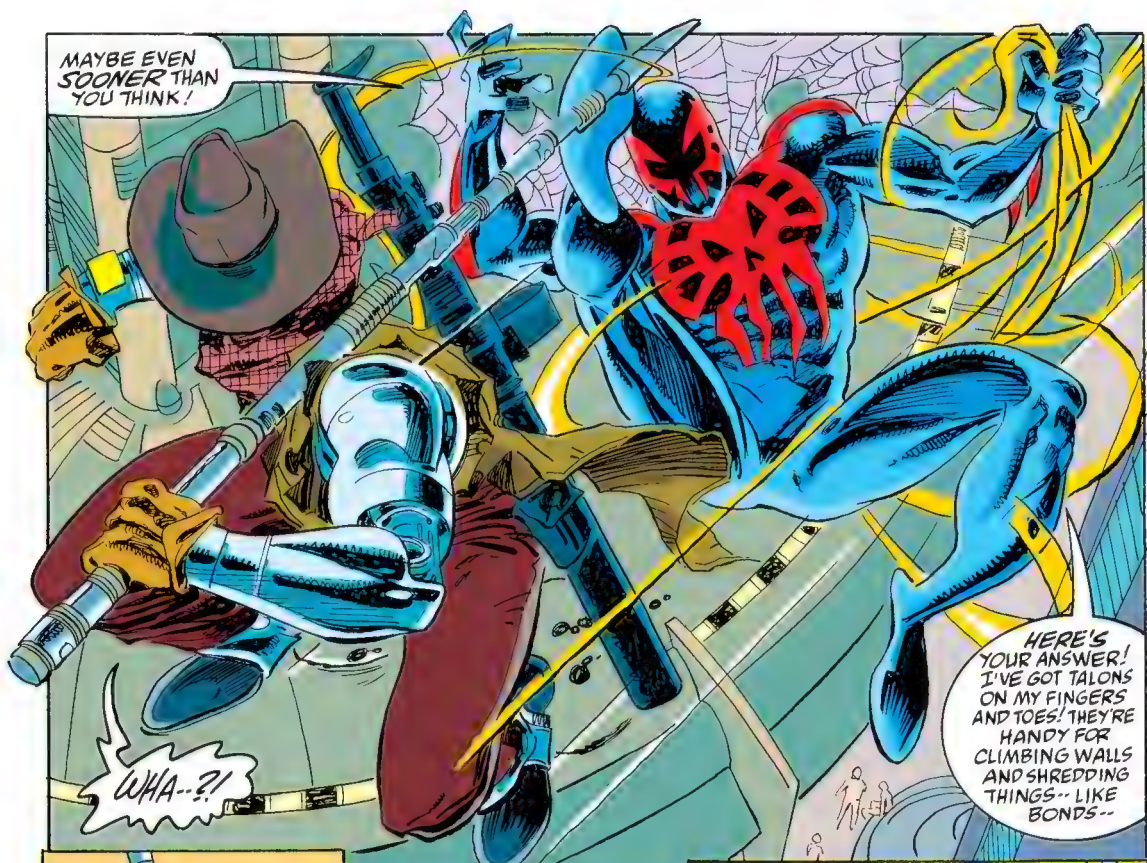












MAYBE EVEN SOONER THAN YOU THINK!

HERE'S YOUR ANSWER! I'VE GOT TALONS ON MY FINGERS AND TOES! THEY'RE HANDY FOR CLIMBING WALLS AND SHREDDING THINGS-- LIKE BONDS--

WHA--?!



AND JET MECHANISMS!



WHAT'S THE MATTER, VENTURE??

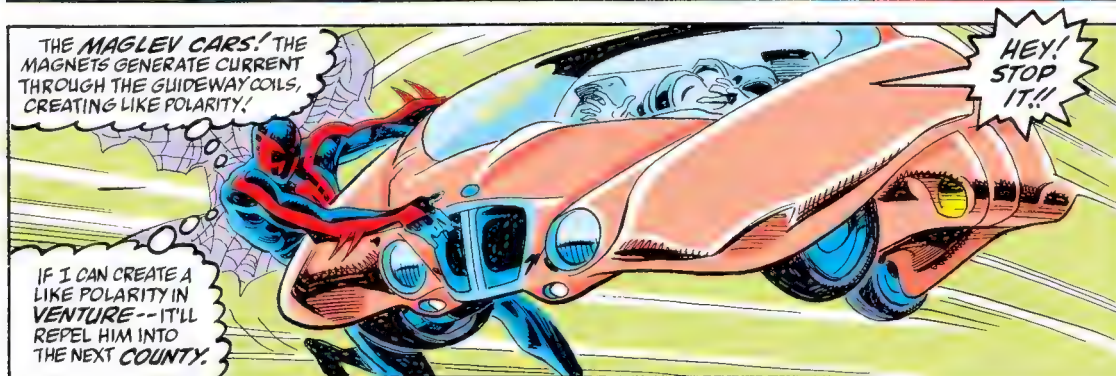
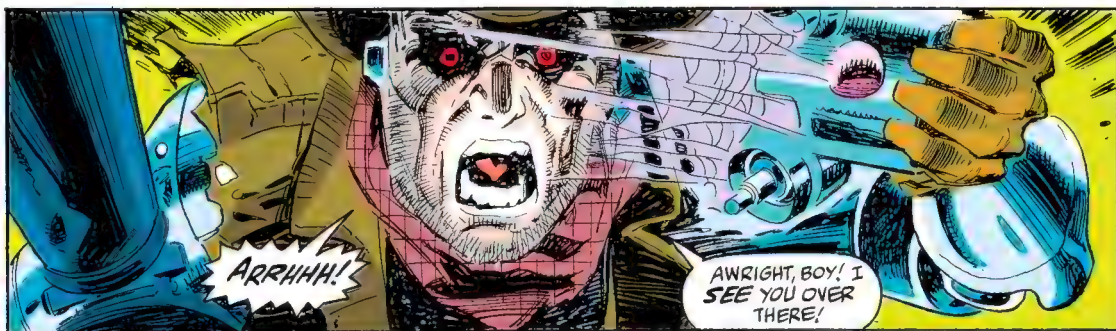
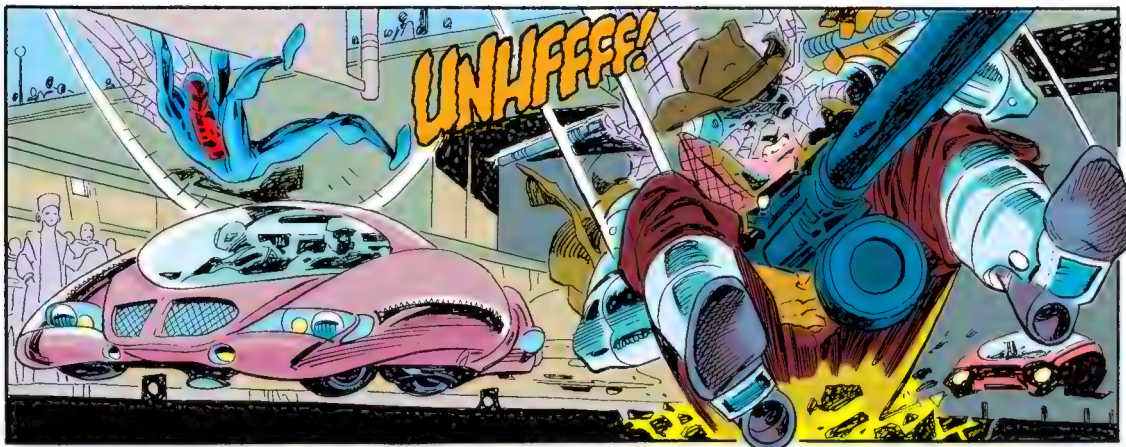


RUN OUT OF SMART REMARKS?

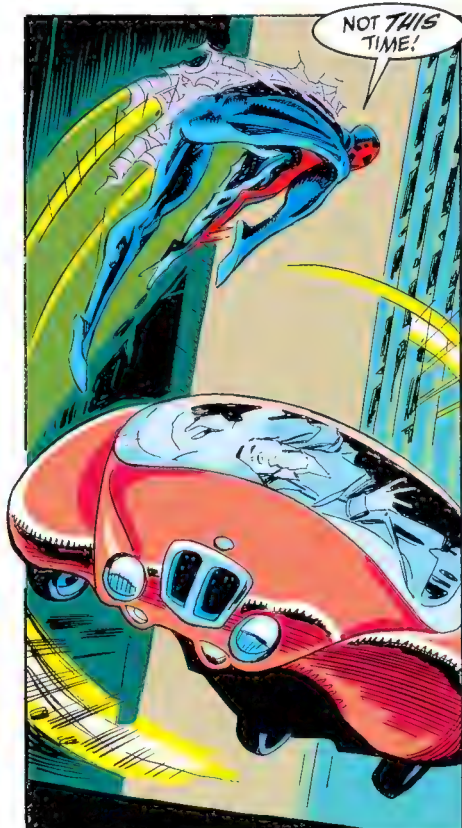
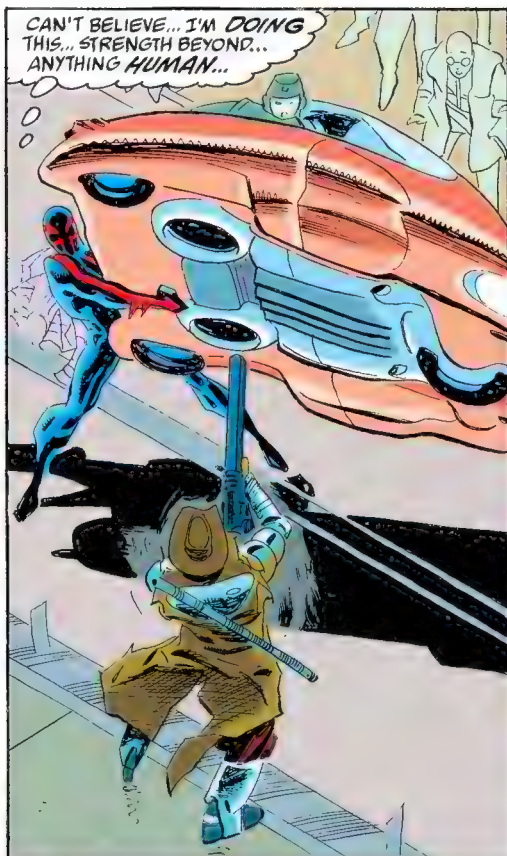








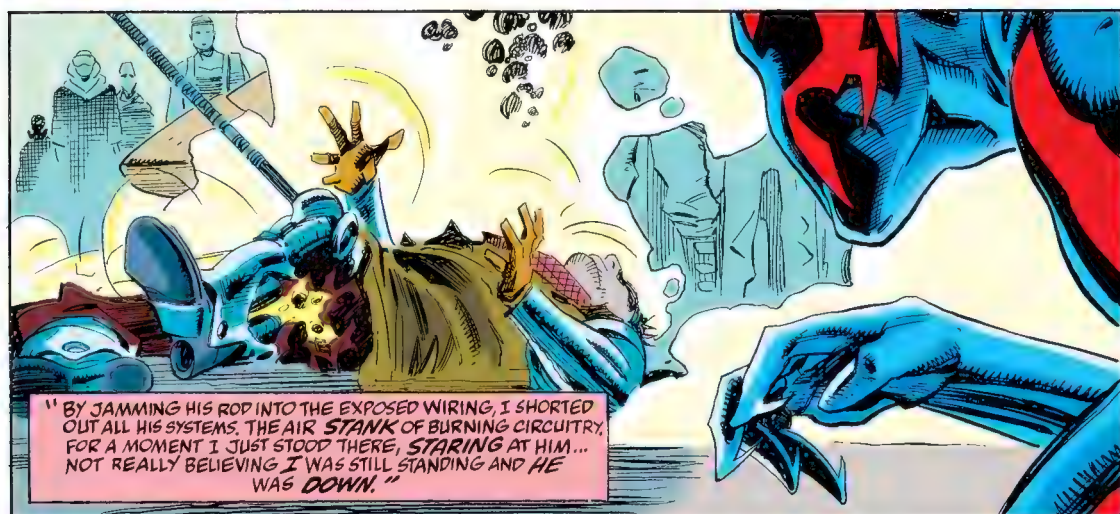




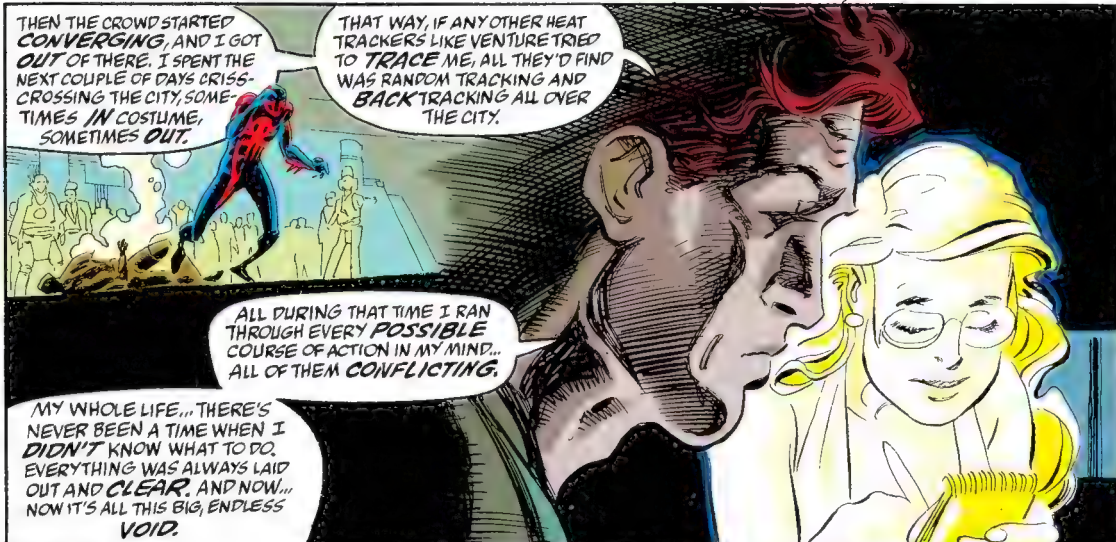












THEN THE CROWD STARTED **CONVERGING**, AND I GOT **OUT** OF THERE. I SPENT THE NEXT COUPLE OF DAYS CRISS-CROSSING THE CITY, SOMETIMES **IN** COSTUME, SOMETIMES **OUT**.

THAT WAY, IF ANY OTHER HEAT TRACKERS LIKE VENTURE TRIED TO **TRACE** ME, ALL THEY'D FIND WAS RANDOM TRACKING AND **BACKTRACKING** ALL OVER THE CITY.

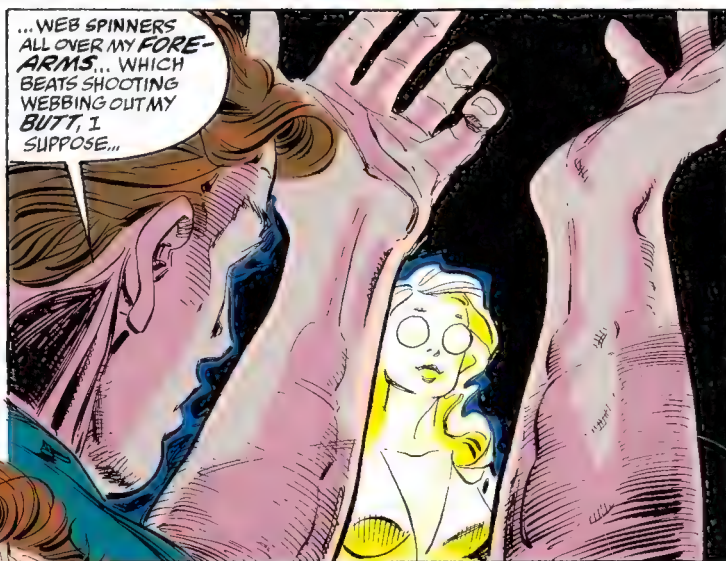
ALL DURING THAT TIME I RAN THROUGH EVERY **POSSIBLE** COURSE OF ACTION IN MY MIND... ALL OF THEM **CONFLICTING**.

MY WHOLE LIFE... THERE'S NEVER BEEN A TIME WHEN I **DIDN'T** KNOW WHAT TO DO. EVERYTHING WAS ALWAYS LAID OUT AND **CLEAR**. AND NOW... NOW IT'S ALL THIS BIG, ENDLESS **VOID**.



BUT I FINALLY DECIDED TO COME **HOME**. IF I'M GOING TO TRY AND **CONTINUE** THIS GAME, I HAVE TO GO BACK TO SQUARE ONE.

BESIDES... I FIGURE, I'VE GOT TALONS, FANGS, ACCELERATED VISION...



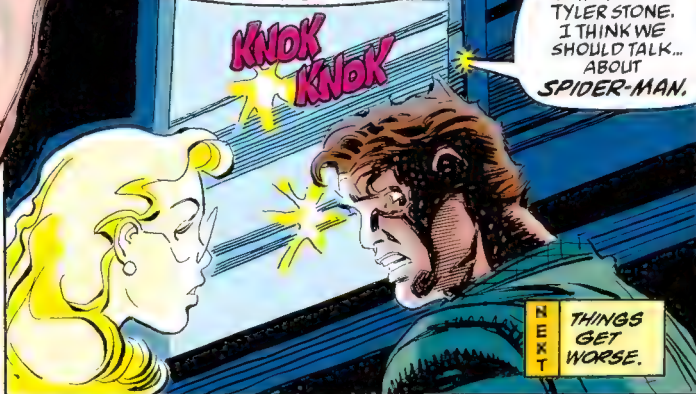
...WEB SPINNERS ALL OVER MY **FORE-ARMS**... WHICH BEATS SHOOTING WEBBING OUT MY **BUTT**, I SUPPOSE...



PLUS, MY FIANCEE IS **TERRIFIED** OF ME, MY BROTHER THINKS I'VE SOLD MY SOUL TO **ALCHEMAX**, AND MAYBE I **HAVE**... PLUS, VENTURE MAY BE BACK ON LINE EVEN NOW, THE PUBLIC EYE'S OUT TO **GET** ME...

WITH ALL **THAT** GOING FOR ME, HOW COULD THINGS **POSSIBLY** GET WORSE?

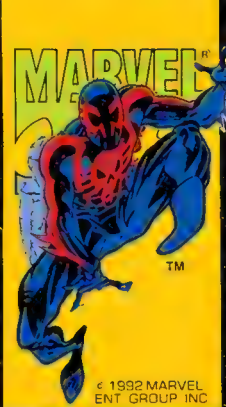
MIKE, THIS IS TYLER STONE. I THINK WE SHOULD TALK... ABOUT **SPIDER-MAN**.



**KNOCK KNOCK**

**NEXT**  
THINGS  
GET  
WORSE.





**\$1.25 US**  
**\$1.60 CAN**  
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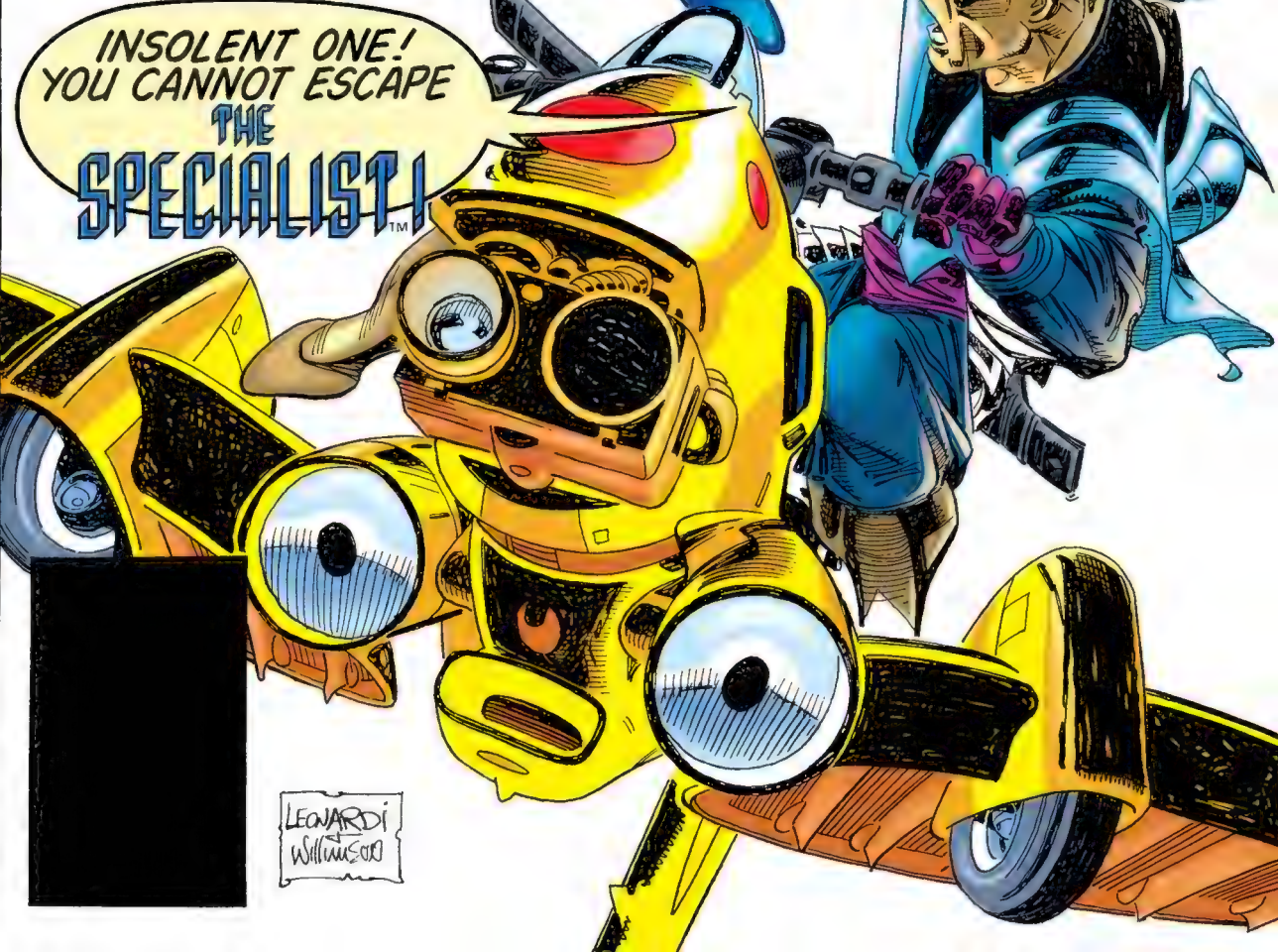
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# SPIDER-MAN

## 2099

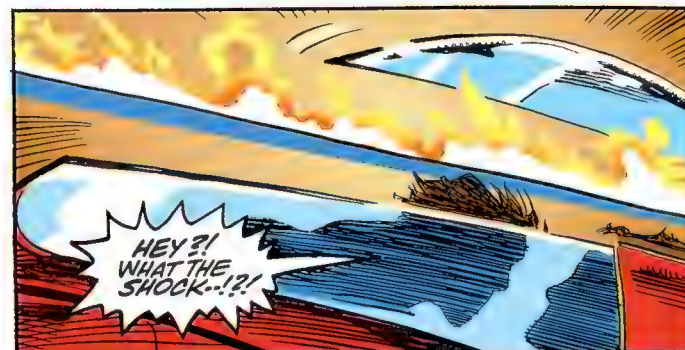
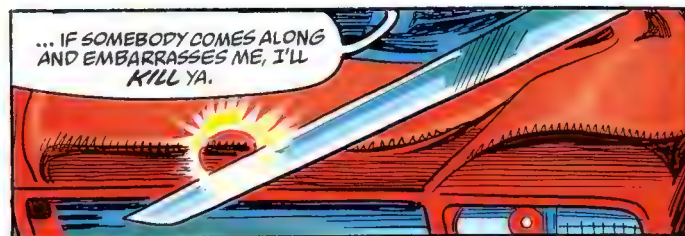


INSOLENT ONE!  
YOU CANNOT ESCAPE  
THE  
SPECIALIST!



LEONARDI  
WILLIAMS











BABYLON TOWERS, A NICE  
PLACE TO LIVE... WHEN YOU'RE  
NOT BEING ROUSTED IN THE  
MIDDLE OF THE NIGHT.

ALL RIGHT,  
STONE. WHAT  
IN THE SHOCK  
DO YOU--

WHOOOAAAA!!

# THE SLEEP ALIST

PETER DAVID  
WRITER

RICK LEONARD  
PENCILER

AL WILLIAMSON  
INKER

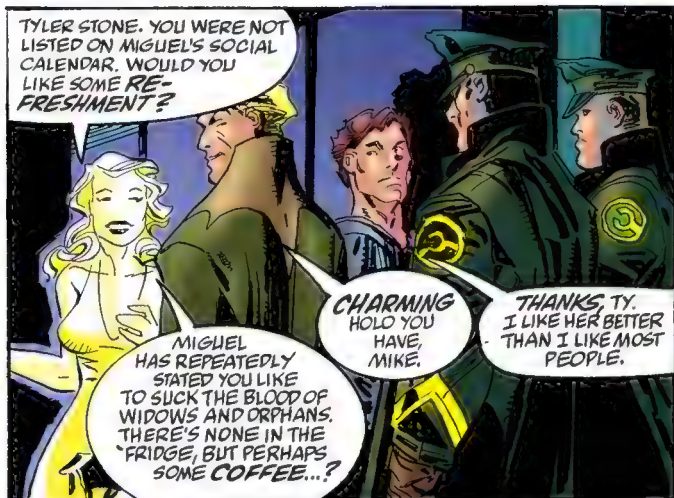
JOEY CAVALIERI  
EDITOR

TOM DEFALCO  
EDITOR IN CHIEF

RICK PARKER  
LETTERER

NOBLE GIDDINGS  
COLORIST







PEACE. PEACE BETWEEN *US...* AND, BELIEVE IT OR NOT, PEACE OF *MIND*. I ENVISIONED YOU IN ATTEMPTED WITHDRAWAL FROM THE RAPTURE, TOSSING AND TURNING IN AGONY. THE THOUGHT WAS *SO* DEVASTATING TO ME, I *HAD* TO COME OVER.



OF COURSE, IT SEEMS TO ME NOW THAT YOU APPEAR NONE THE *WORSE* FOR WEAR...WHICH WOULD MEAN, I SUSPECT, THAT YOU'RE GETTING RAPTURE THROUGH THE BLACK MARKET.

I *COULD* HAVE YOU ARRESTED. BUT TO WHAT *END*?



THIS, MIKE, IS *MORE* RAPTURE. AND WE *DO* WANT YOU BACK AT THE COMPANY, MIKE. WE *DO*.

SPIDER-MAN DEALT US SOME *MAJOR* DAMAGE. WE NEED SOMEONE TO SPEARHEAD THE CORPORATE RAIDER PROGRAM. ONLY *YOU* CAN DO IT.

SO LET'S CONSIDER THIS... AN ADVANCE ON *SERVICES* TO BE RENDERED?



YOU WANT *SERVICES*, TY?

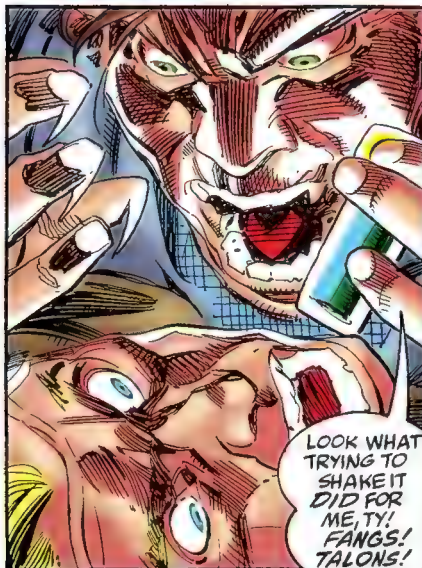


*GREAT!* WE'LL START WITH FUNERAL *SERVICES!* *YOURS!*



YOU'RE SO *WILD* ABOUT THIS *DRUG*!! YOU *EAT* IT!!

*GHAAK!*



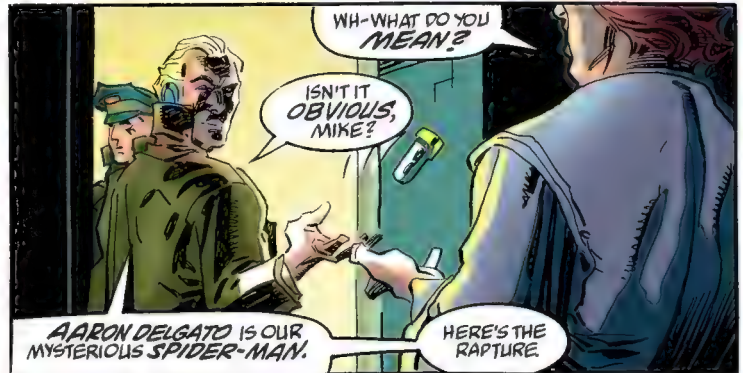
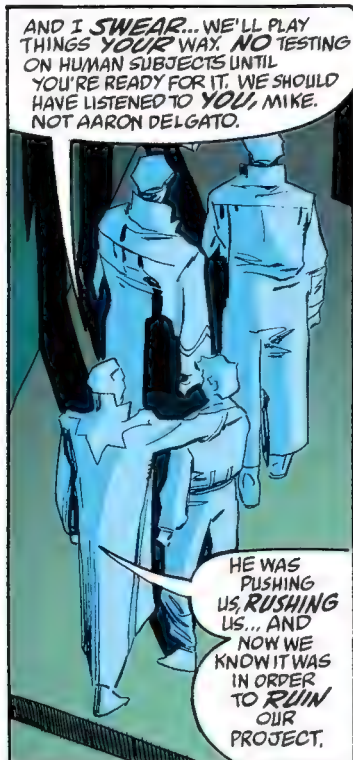
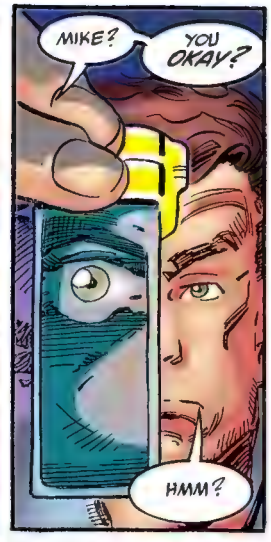
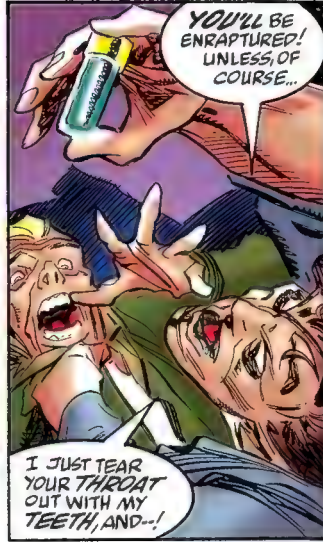
LOOK WHAT TRYING TO SHAKE IT *DID* FOR ME, TY! *FANGS! TALONS!*



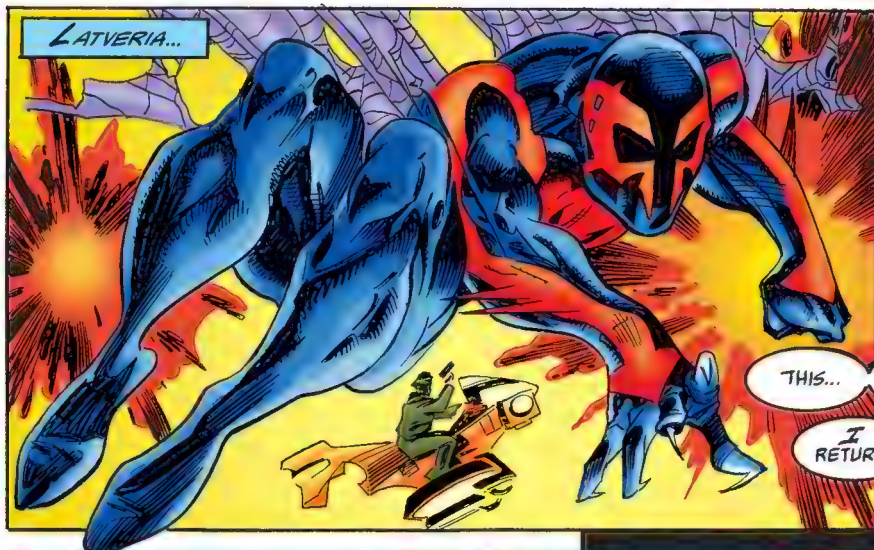
*ONE* SIDE, PUBLIC EYE-SORE! I WANT TO SEE TY'S PASTY FACE WHEN I TELL HIM...

MIGUEL O'HARA IS *SPIDER-MAN!!*









THIS...

...THIS IS A BIT OF  
TIMING THAT **CANNOT**  
BE IGNORED.

I  
RETURN.

AND  
**HE**  
RETURNS.

I HAVE  
**NEVER** BELIEVED  
IN COINCIDENCE, THE  
TWISTS AND TURNS OF  
PERSONAL DESTINY,  
YES...

BUT **COINCIDENCE**  
IS A **CRUTCH** FOR THOSE  
WHO CANNOT WALK THE  
PATHS OF FATE UNAIDED.



THE ADVENT OF  
SPIDER-MAN WILL  
BEAR **FURTHER**  
EXPLORATION... AS  
SOON AS I HAVE THE  
OPPORTUNITY  
AND RESOURCES.



AFTER ALL, I  
ENCOUNTERED HIM  
**EARLY** IN HIS FIRST  
CAREER. AND  
DOCTOR DOOM HAS  
**ALWAYS** HAD GREAT  
RESPECT FOR  
TRADITION.

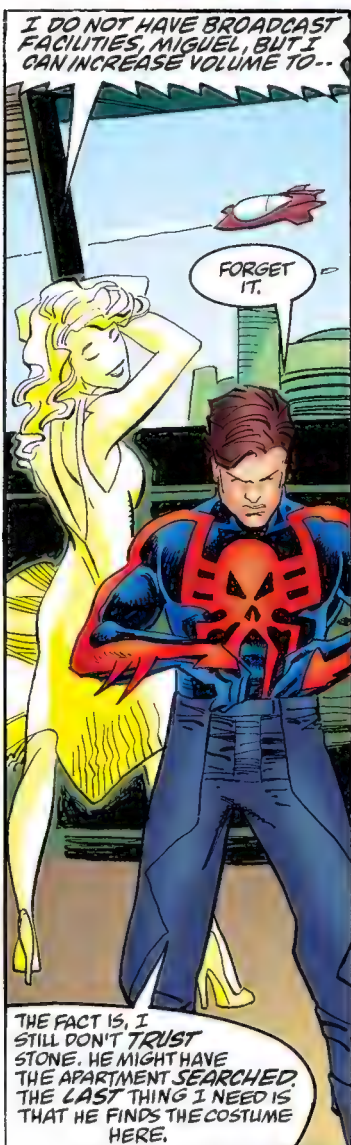




THIS IS A **DEVIATION** IN STANDARD CLOTHING HABITS FOR YOU, MIGUEL.

GENERALLY, YOU DO NOT WEAR UNDERGARMENTS OF ANY KIND.

WHY DON'T YOU BROADCAST THAT A LITTLE LOUDER, LYLA



I DO NOT HAVE BROADCAST FACILITIES, MIGUEL, BUT I CAN INCREASE VOLUME TO...

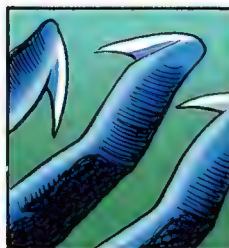
FORGET IT.

THE FACT IS, I STILL DON'T **TRUST** STONE. HE MIGHT HAVE THE APARTMENT SEARCHED. THE **CAT** THING I NEED IS THAT HE FINDS THE COSTUME HERE.



BUT HE'S TOO CAGEY TO BODY-SEARCH ME. WOULDN'T WANT TO TIP HIS HAND IF THE STUFF ABOUT AARON WAS A BLUFF. AND IF HE DOES TRY TO SEARCH ME, WELL...IF PUSH COMES TO SHOVE...

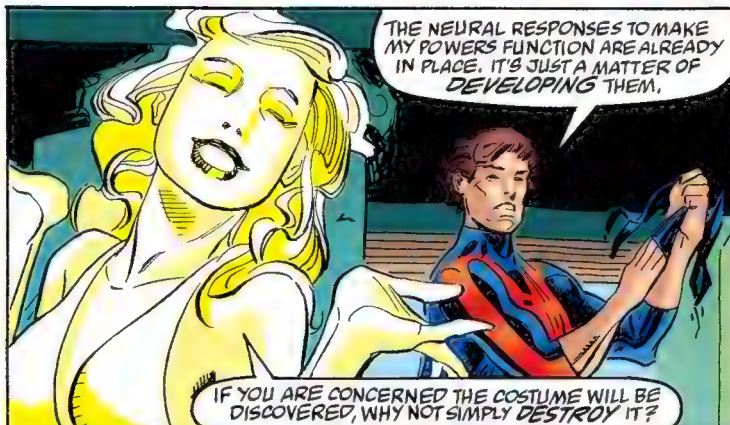
I CAN REALLY SHOVE BACK NOW.



UHHHH...



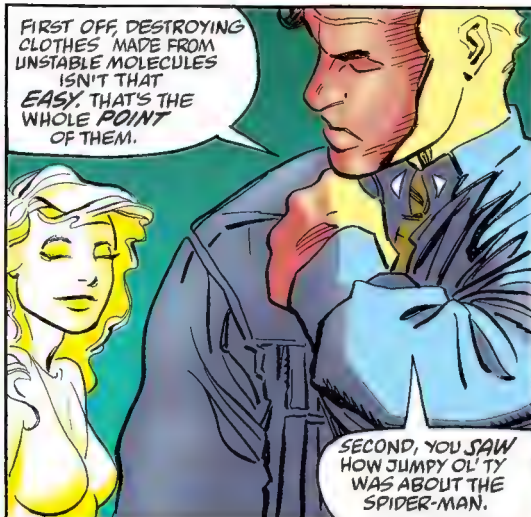
DID IT! I FLATTENED THE TALONS!



THE NEURAL RESPONSES TO MAKE MY POWERS FUNCTION ARE ALREADY IN PLACE. IT'S JUST A MATTER OF **DEVELOPING** THEM.

IF YOU ARE CONCERNED THE COSTUME WILL BE DISCOVERED, WHY NOT SIMPLY **DESTROY** IT?





FIRST OFF, DESTROYING CLOTHES MADE FROM UNSTABLE MOLECULES ISN'T THAT EASY. THAT'S THE WHOLE POINT OF THEM.

SECOND, YOU SAW HOW JUMPY OL' TY WAS ABOUT THE SPIDER-MAN.



FOR ONCE--FOR ONCE--TY AND ALCHEMAX ARE RUNNING SCARED. THE S-MAN IS THE ONE RESPONSIBLE FOR YANKING THEIR CHAIN, AND I'M NOT READY TO PUT AN END TO THAT.

AS LONG AS THEY'RE LOOKING OVER THEIR SHOULDERS THEY'LL BE DISTRACTED FROM WHAT I'M UP TO.

UP TO?

TY WANTS ME BACK ON THE CORPORATE RAIDER PROGRAM. FINE.



EVEN THOUGH THE LAB WAS BLOWN UP, THEY STILL HAVE PLENTY OF GREAT RESEARCH FACILITIES. FACILITIES I CAN USE TO TRY AND FIND A CURE FOR MY...



...SITUATION.



I CAN ALSO RESEARCH WHAT OTHER BIOLOGICAL SURPRISES MY CHANGE MIGHT HAVE IN STORE... SO I CAN ANTICIPATE THEM.

LIKE, KNOWING THE SPINNERETS WERE COMING IN WOULD HAVE HELPED.



AT LEAST THEY STOPPED ITCHING. I SHOULD BE GRATEFUL. IF I WERE DUPLICATING A SPIDER 100%, I'D BE EATING FLIES AND SHOOTING WEBBING OUT MY BUTTOCKS.

THE DAY I DESTROY THE COSTUME IS THE DAY THAT I'VE MANAGED TO RID MYSELF OF SPIDER-MAN FOR GOOD.



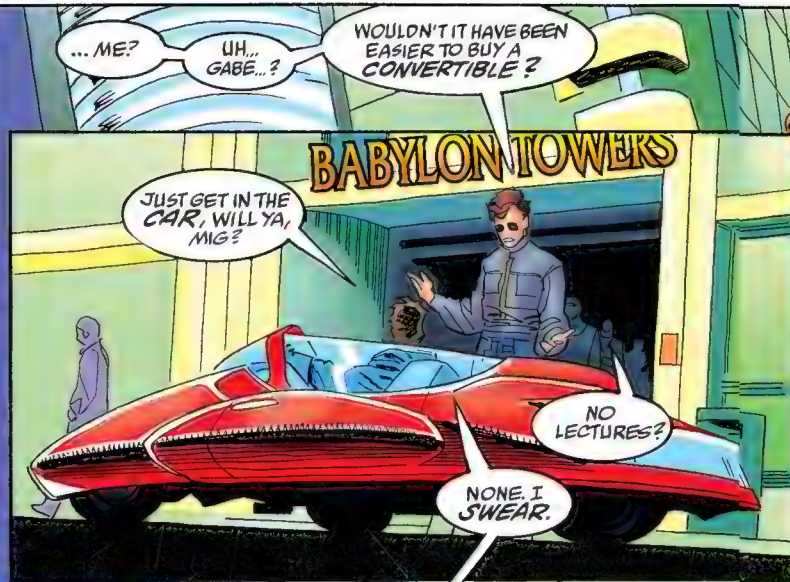
HAVE A NICE DAY AT THE OFFICE, DEAR!





MIGUEL!  
OVER  
HERE!

GABRIEL, NICE TO  
SEE MY BROTHER IS  
STILL TALKING TO...



... ME?

UH...  
GABE...?

WOULDN'T IT HAVE BEEN  
EASIER TO BUY A  
CONVERTIBLE?

JUST GET IN THE  
CAR, WILL YA,  
MIG?

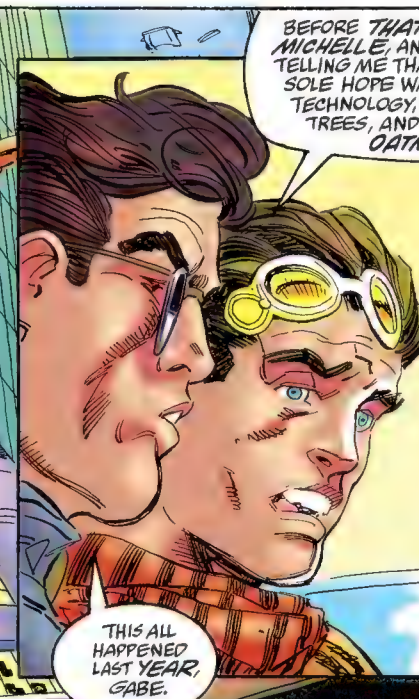
NO  
LECTURES?

NONE, I  
SWEAR.

LOOK, THERE'S A  
PROBLEM WITH KASEY.  
THAT'S HOW MY CAR GOT  
"REDECORATED."

IS THIS HOLO ON THE  
DASHBOARD HER?

YEAH.

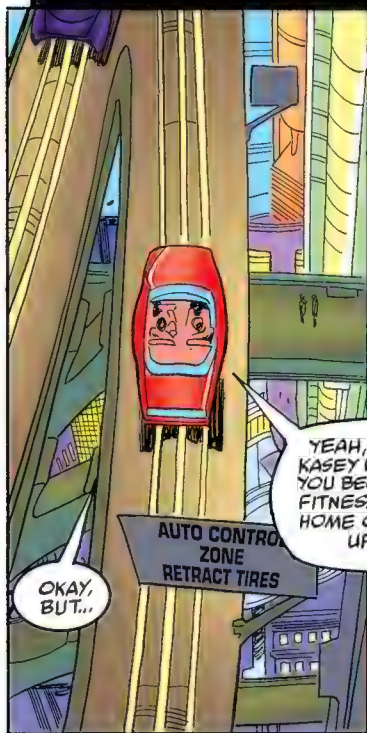


BEFORE THAT THERE WAS  
MICHELLE, AND YOU WERE  
TELLING ME THAT SOCIETY'S  
SOLE HOPE WAS TO DITCH  
TECHNOLOGY, WORSHIP  
TREES, AND EAT ONLY  
OATMEAL.

THEN THERE WAS STACY THE  
NUDIST, AND I HAD TO GET YOU  
OFF THE HOOK WITH THE AUTHORITIES  
AFTER YOU MARCHED WITH...

FOR CRYIN' OUT LOUD, I  
WAS A KID THEN!

THIS ALL  
HAPPENED  
LAST YEAR,  
GABE.



OKAY,  
BUT...

YEAH, RIGHT, AND BEFORE  
KASEY IT WAS LEILANI, AND  
YOU BECAME A PHYSICAL  
FITNESS NUT. YOU BOUGHT A  
HOME GYM SET THAT TOOK  
UP YOUR ENTIRE  
APARTMENT.

SO THAT'S THE  
CHARMER YOU KEEP  
GOING ON ABOUT. THE  
ONE WHO "RAISED YOUR  
CONSCIOUSNESS."

STOP SOUNDING SO  
SMUG, MIG. SHE OPENED  
MY EYES ABOUT WHAT'S  
GOING ON IN THIS COUNTRY,  
THAT'S ALL. THE SAME WAY  
MY "LECTURES" WERE  
TRYING TO OPEN  
YOURS.

MIG, EVERYTHING  
THAT KASEY MADE ME  
REALIZE IS TRUE, AND  
SHE'S IMPORTANT TO  
ME! AND SHE'S IMPORTANT  
TO SOMEONE ELSE, TOO,  
BECAUSE SOME NUT WITH  
A SWORD KIDNAPPED  
HER!

COME  
AGAIN?

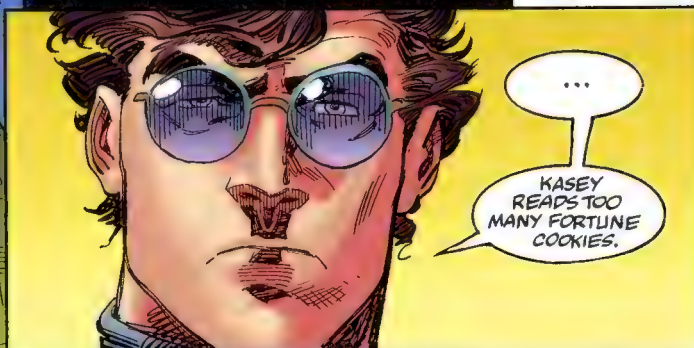
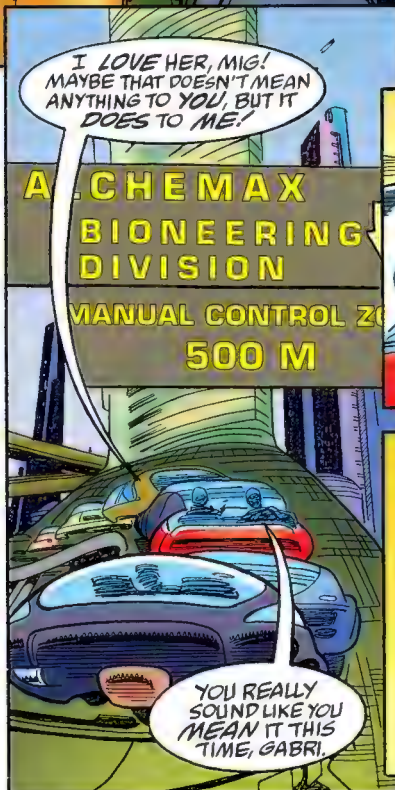
KASEY AND I WERE  
MAKING OUT IN AN ALLEYWAY,  
AND THIS... THIS SAMURAI  
GUY COMES OUT OF NOWHERE,  
WHACKS THE TOP OFF MY MAG  
CAR, AND TAKES OFF WITH  
HER.

YOU GOTTA  
HELP ME,  
MIKE.

ME?  
WHY?!

CAUSE YOU'RE  
TIED IN WITH  
ALCHEMAX.  
SO MAKE IT WORK  
POSITIVELY  
FOR ONCE.





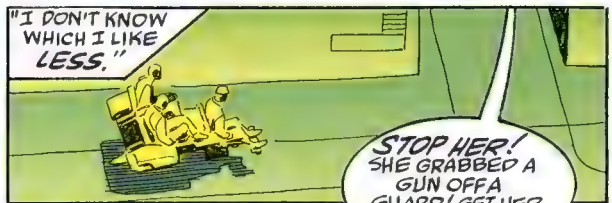
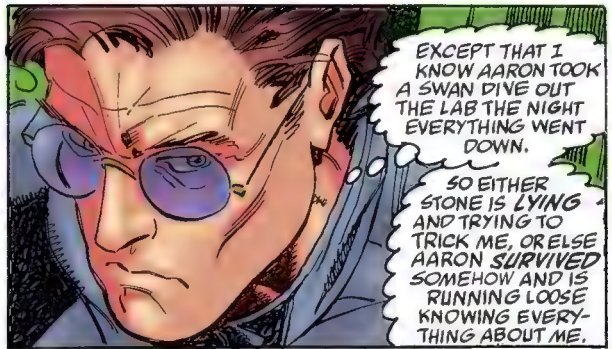
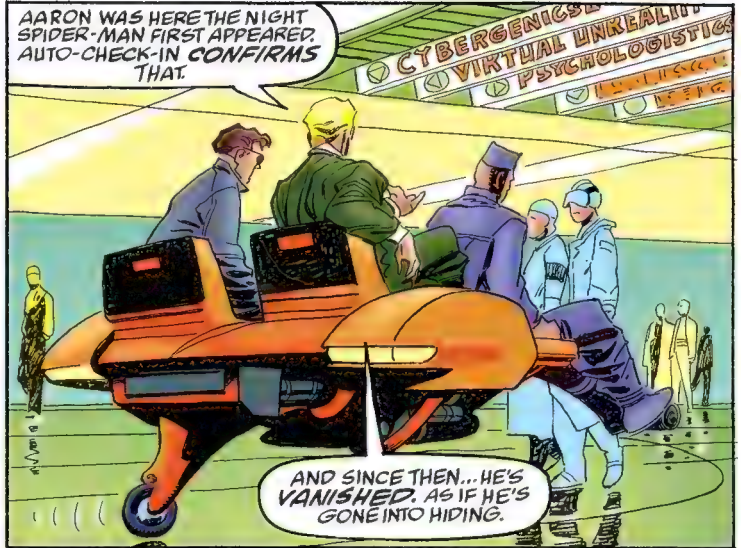


YOU SEE, MIKE? WE'VE  
SCALED THE ENTIRE PROJECT  
BACK. YOU WEREN'T HAPPY,  
AND IF YOU'RE NOT HAPPY,  
WE'RE NOT HAPPY.

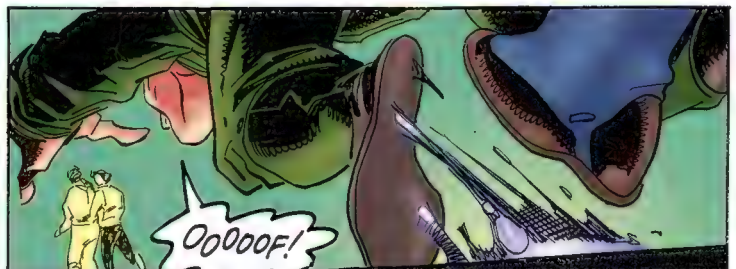
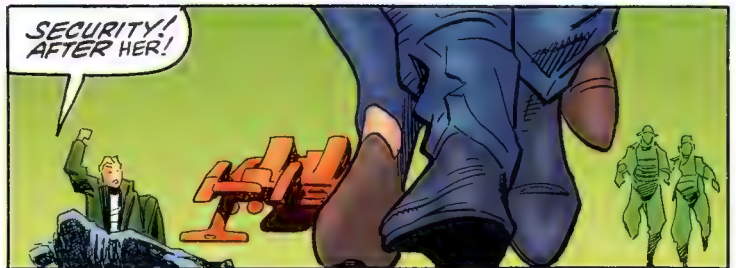
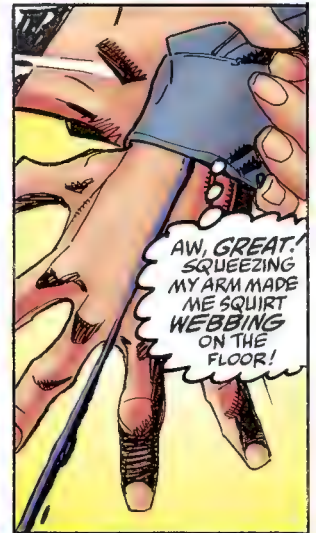
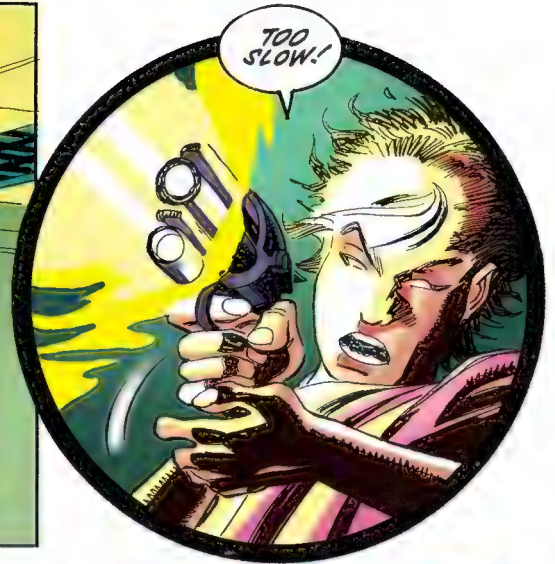
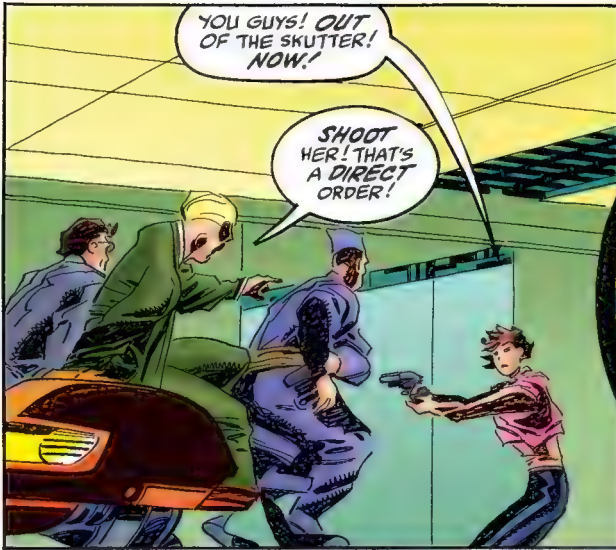
BY THE WAY, MIKE, WHY DID YOU ASK  
THAT THE LIGHTS BE LOWERED? YOU  
NEVER HAD A PROBLEM WITH THAT  
BEFORE.



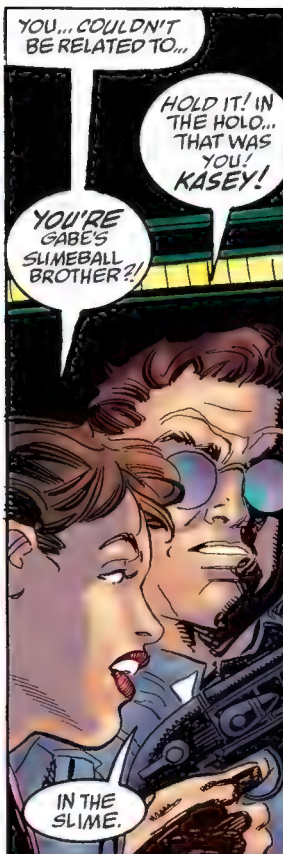
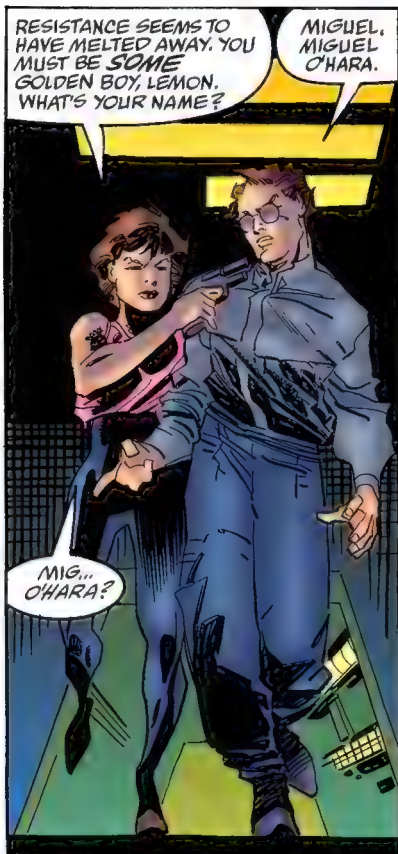




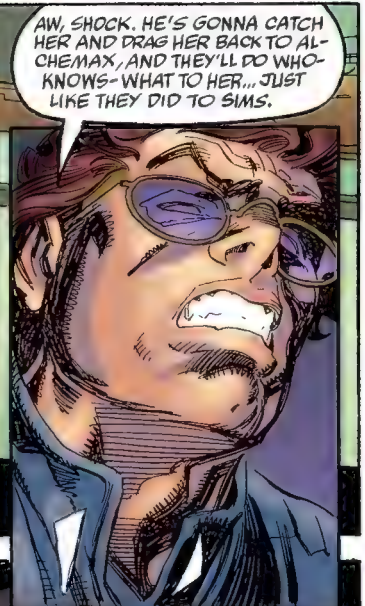
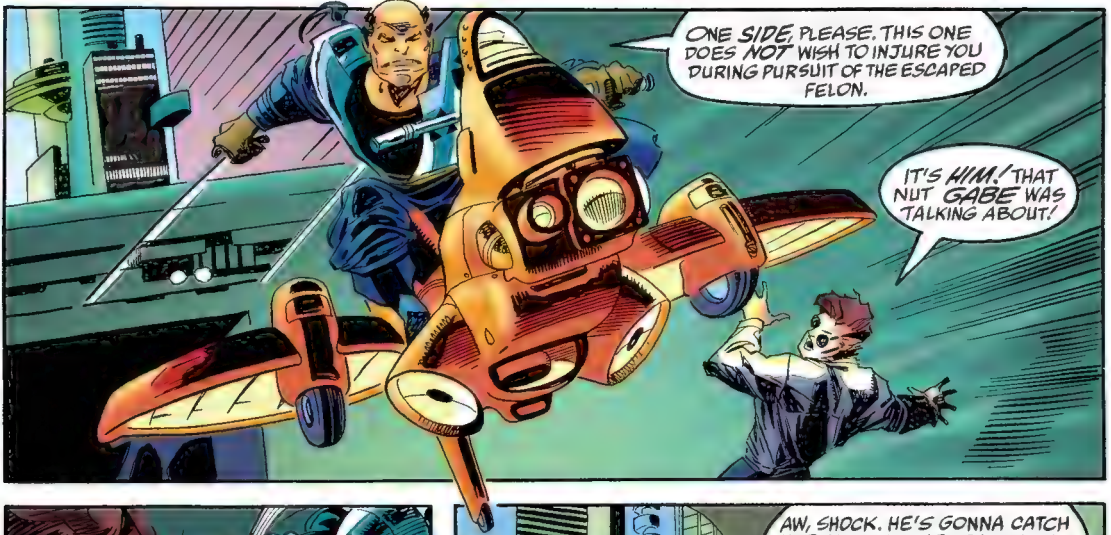




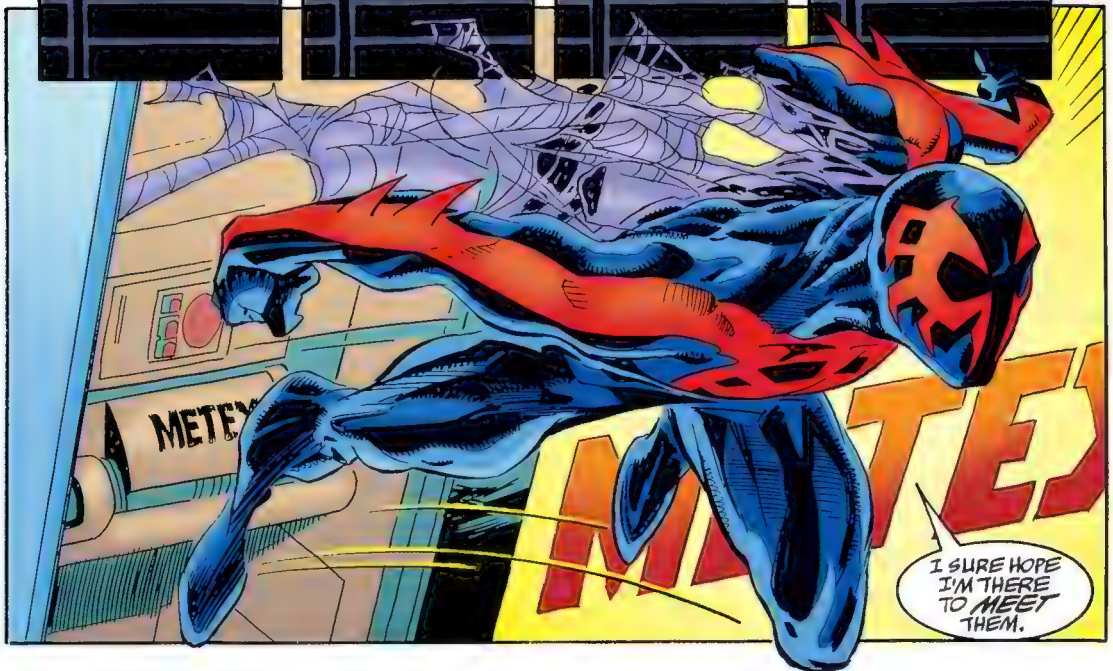
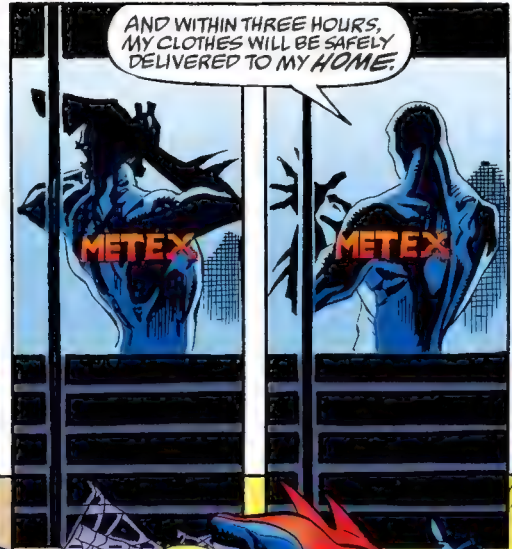
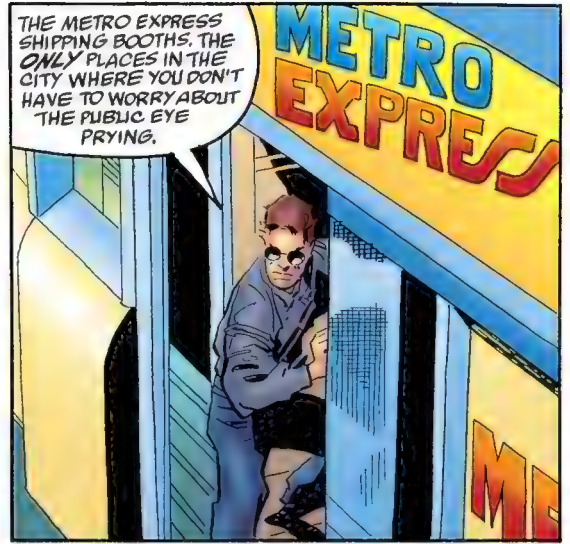




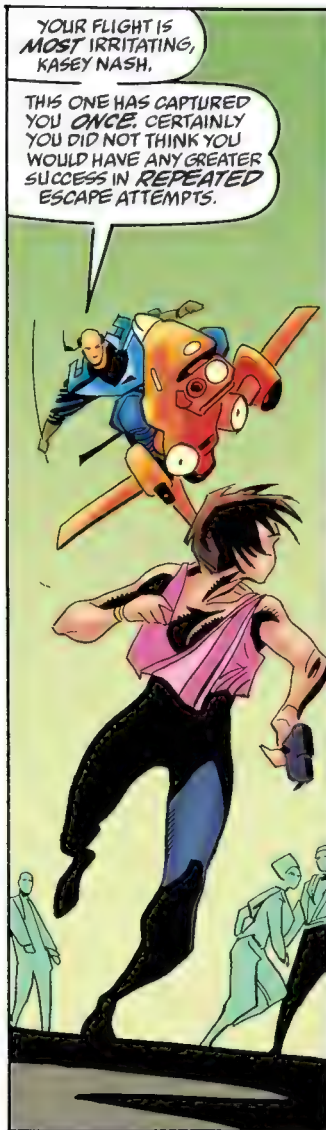












YOUR FLIGHT IS MOST IRRITATING, KASEY NASH.

THIS ONE HAS CAPTURED YOU *ONCE*. CERTAINLY YOU DID NOT THINK YOU WOULD HAVE ANY GREATER SUCCESS IN *REPEATED* ESCAPE ATTEMPTS.

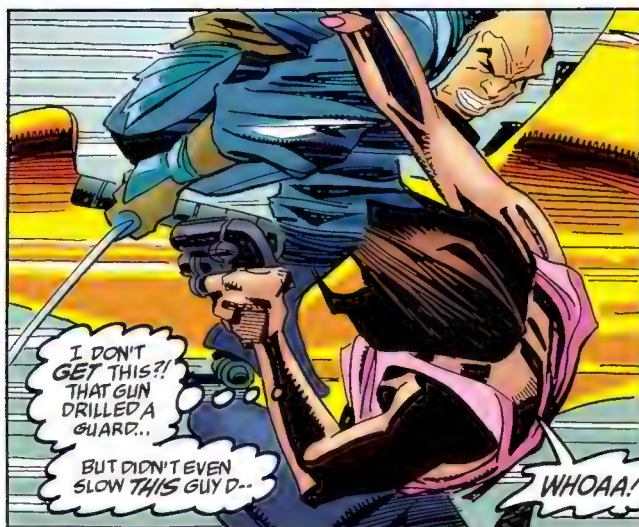


SHOCK YOU!



NOT A LIKELIHOOD.

THIS ONE IS UN-SHOCKABLE.



I DON'T GET THIS?! THAT GUN DRILLED A HOLE...

BUT DIDN'T EVEN SLOW *THIS* GUY D--

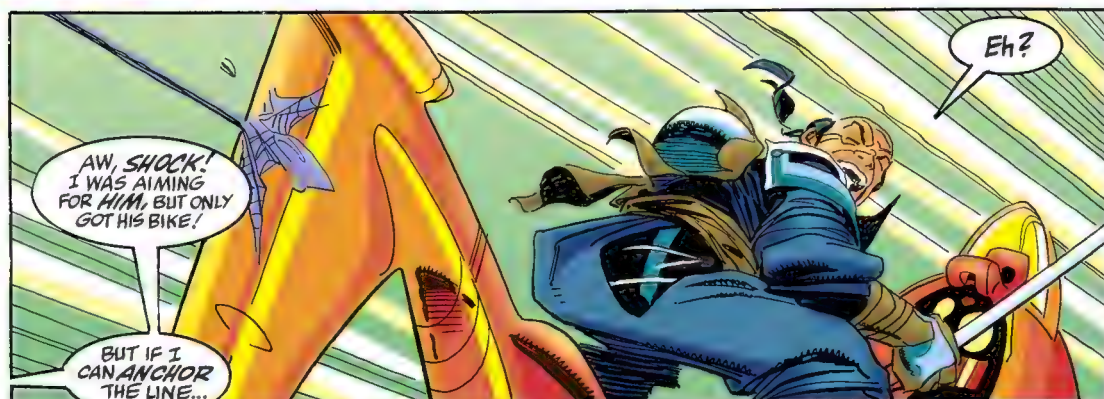
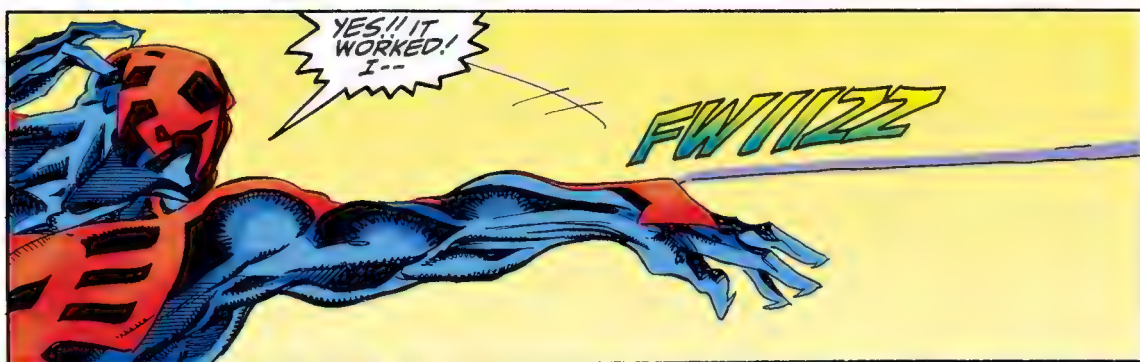
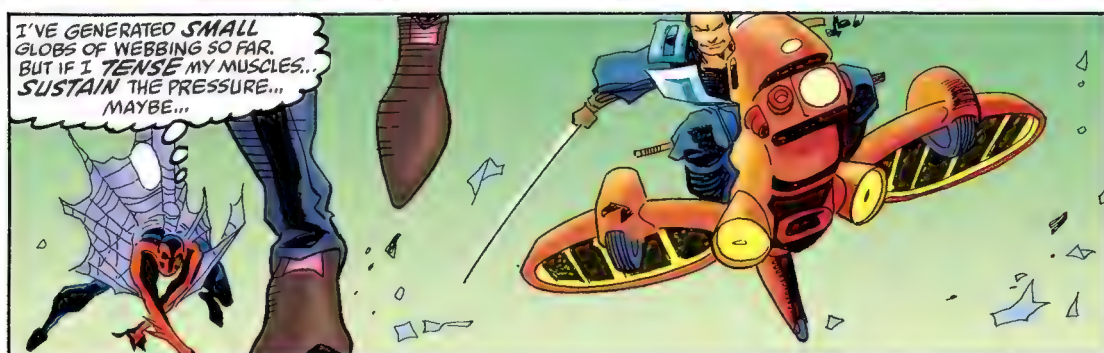
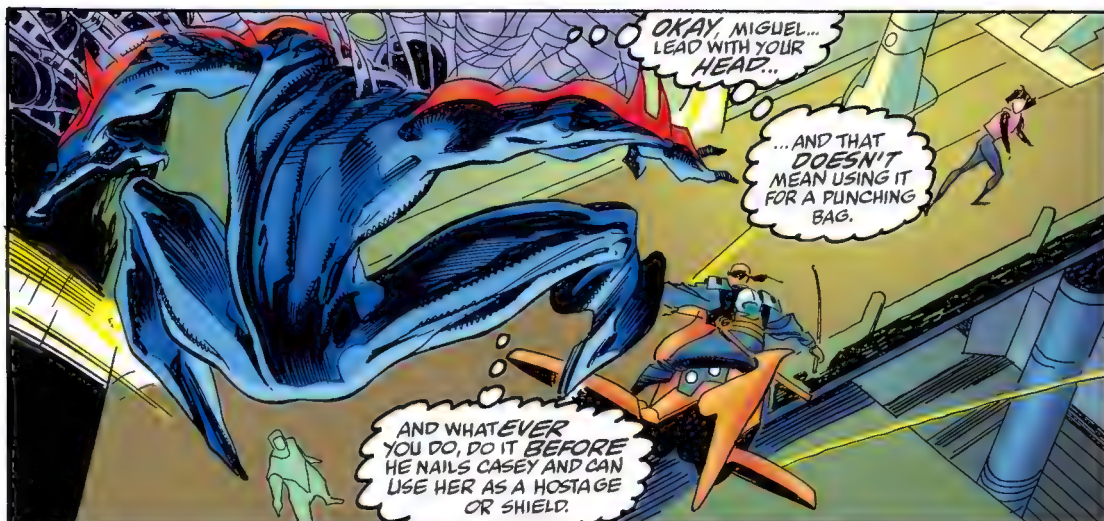
WHOOA!



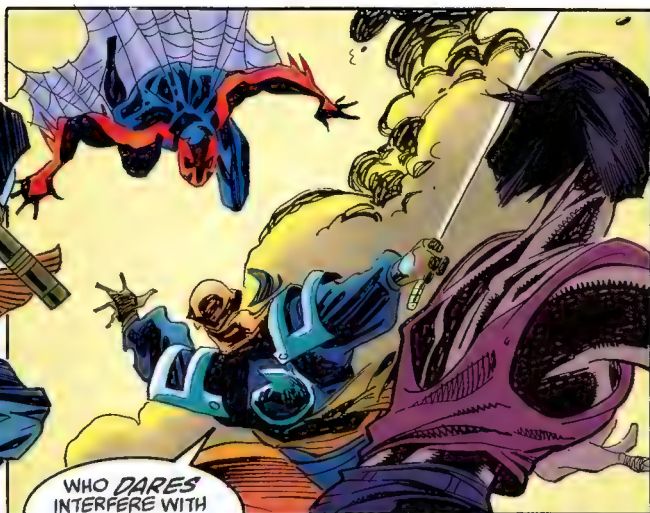
THIS ONE COULD JUST AS EASILY HAVE SLICED YOUR ARM APART, ALONG WITH YOUR GUN, KASEY NASH.

KNOW THAT.













I'M DOING IT! I CAN TAKE THIS GUY! I MEAN, SHOCK IT... I TOOK VENTURE, AND HE WAS A CYBORG. THIS GUY'S JUST MEAT.

WAIT. THIS ONE KNOWS NOW. HE HAS HEARD TELL OF...



...THE SPIDER-MAN.

FAKE TO THE LEFT, AND THEN...



ACCKK!

HOW FORTUNATE THAT YOUR NAME OF BATTLE, AT LEAST, IS KNOWN TO THIS ONE.



ARRHHH!

IT WOULD NOT BE HONORABLE...



...TO KILL A MAN...



...WHO IS ANONYMOUS.

OOOOFF!



HOWEVER, A MAN OF HONOR DOES NOT HIDE HIS IDENTITY.

THIS ONE WILL MAKE YOU INTO AN HONORABLE MAN, BY REMOVING THAT MASK.

ONCE THIS ONE HAS SEEN THE FACE OF HIS ENEMY, HE MAY THEN KILL HIM IN A MANNER...

...BETTING A WARRIOR.

Next:  
**"BLOOD OATH"**





**MARVEL**  
**COMICS**



# SPIDER-MAN

## 2099

**\$1.25 US**  
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APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

YOU'VE MADE  
FOOLS OF THE  
PUBLIC EYE FOR  
THE LAST TIME,  
WALL-CRAWLER!

RL  
+  
AW

# 20 99



IT WAS MOST CHIVALROUS  
OF YOU, SPIDER-MAN, TO TELL  
KASEY NASH TO RUN AWAY  
WHILE YOU "HANDLED"  
THE SITUATION.

CHIVALRY NOWADAYS  
IS AS DECEASED AS  
HONOR.

THIS ONE  
APPRECIATES  
YOUR ATTITUDE,  
AND PROMISES  
THAT, ONCE YOU'VE  
BEEN UNMASKED...

...YOUR DEATH  
WILL BE AS  
PAINLESS  
AS POSSIBLE.

STAN LEE PRESENTS!

# BLOOD OATH

PETER  
DAVID  
WRITER

RICK  
LEONARDI  
PENCILS

AL  
WILLIAMSON  
INKER

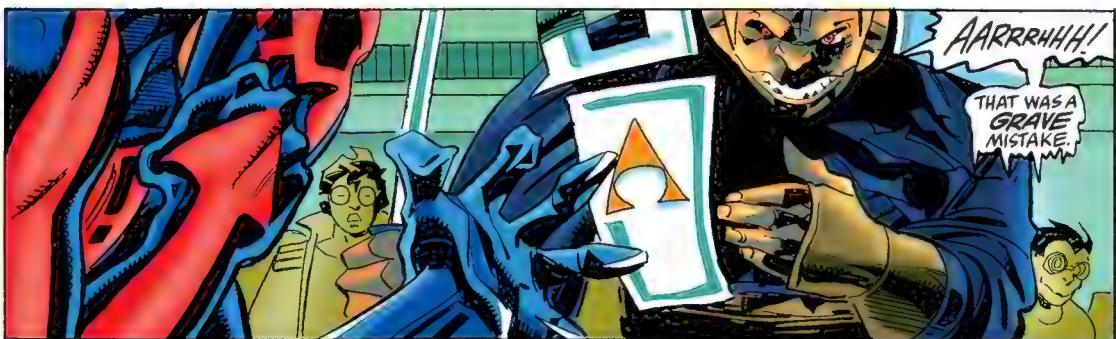
RICK  
PARKER  
LETTERING

NOELLE  
GIDDINGS  
COLOR

JOEY  
CAVALIERI  
EDITOR

TOM  
DEPALCO  
EDITOR IN CHIEF

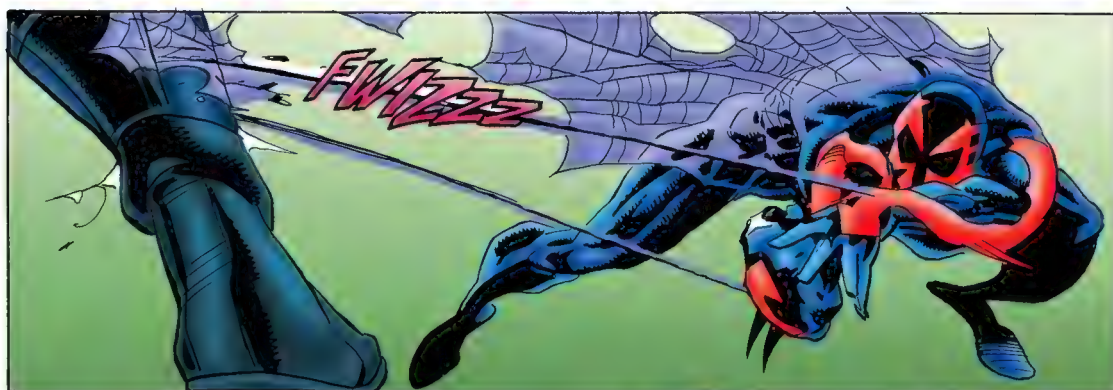
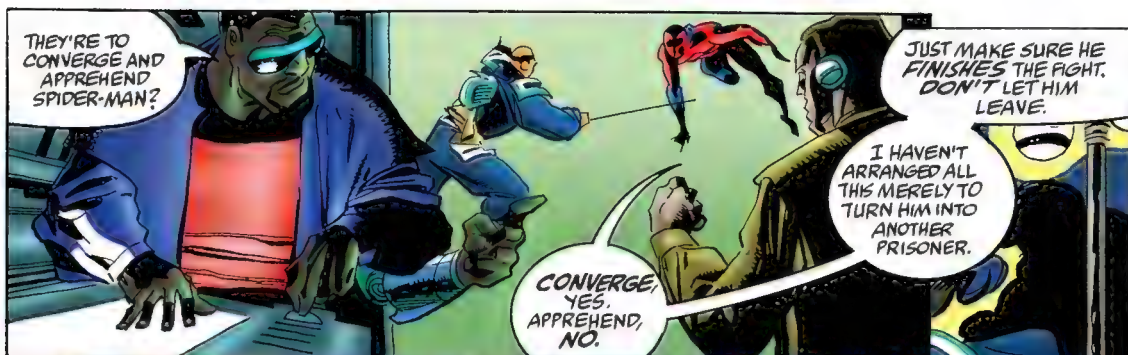




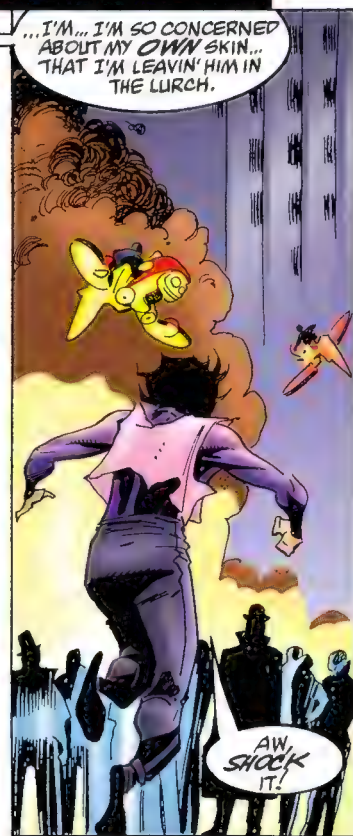
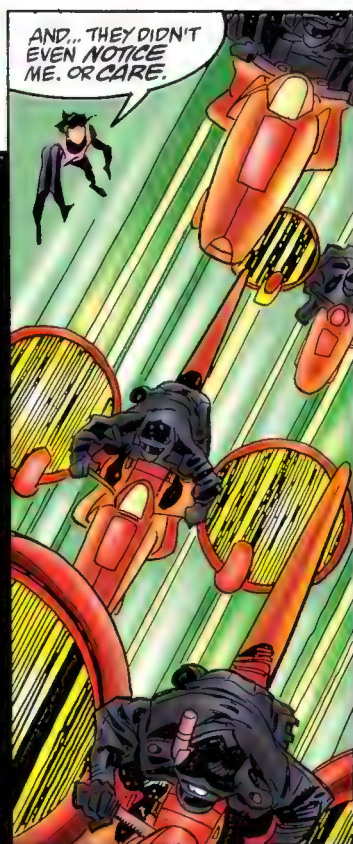
















KEESAMA!

SHEENAY!

MY JAPANESE  
DOESN'T GO MUCH  
PAST "WHERE'S  
THE BATHROOM?"  
BUT AS A  
GUESS...



...I'D SAY HE'S  
REAL  
UNHAPPY.

I WONDER...

...IF, BY ANY  
CHANCE, HE'S  
SOMEHOW  
CONNECTED  
WITH STARK-  
FUJIKAWA.

IT'D MAKE SENSE...  
A MAJOR RETRO  
ASIAN FIRM LIKE THEM  
MIGHT HAVE A NUT  
LIKE THIS ON THEIR  
PAYROLL.

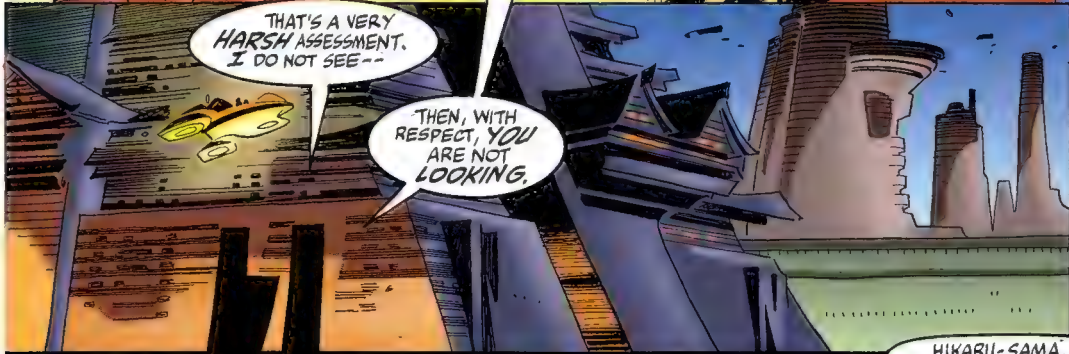
BUT WHY  
WOULD THEY BE  
INTERESTED IN  
KASEY, THEN?





"YOU *SEE*? HAVING SEVERED THE WEB STRAND ONCE, THE SPECIALIST WILL CLEARLY *NOT* BE CAPTURED THAT WAY A SECOND TIME."

EVEN SO...THE SPIDER-MAN IS MAKING A FOOL OF HIM.



THAT'S A VERY HARSH ASSESSMENT. I DO NOT SEE--

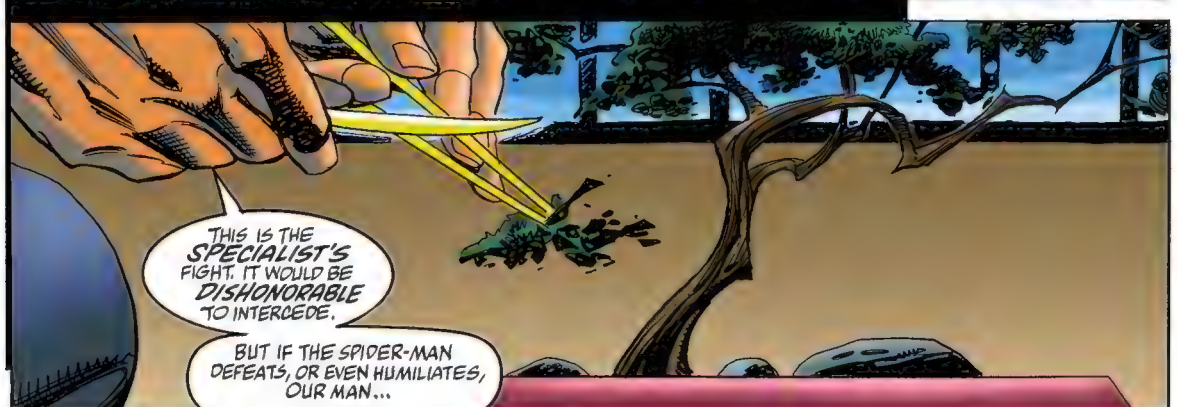
THEN, WITH RESPECT, YOU ARE NOT LOOKING.



HIKARU-SAMA... CERTAINLY *YOU* SEE THAT THE SPIDER-MAN CLEARLY HAS THE UPPER HAND. HE *EMBARRASSES* US! WE MUST *HELP* THE SPECIALIST...

THE SPECIALIST HAS NOT FAILED US BEFORE! THE ONLY EMBARRASSMENT IS *YOUR* LACK OF FAITH!

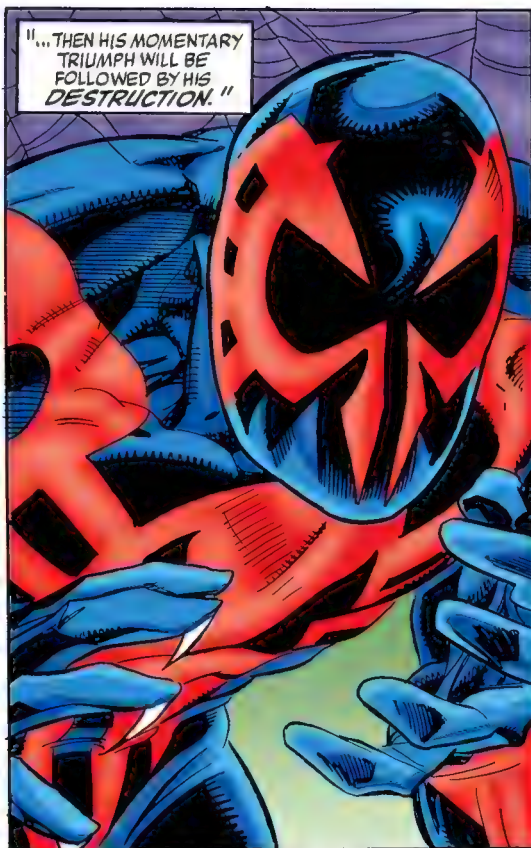
PLEASE, GENTLEMEN... GENTLY.



THIS IS THE SPECIALIST'S FIGHT. IT WOULD BE DISHONORABLE TO INTERCEDE.

BUT IF THE SPIDER-MAN DEFEATS, OR EVEN HUMILIATES, OUR MAN...



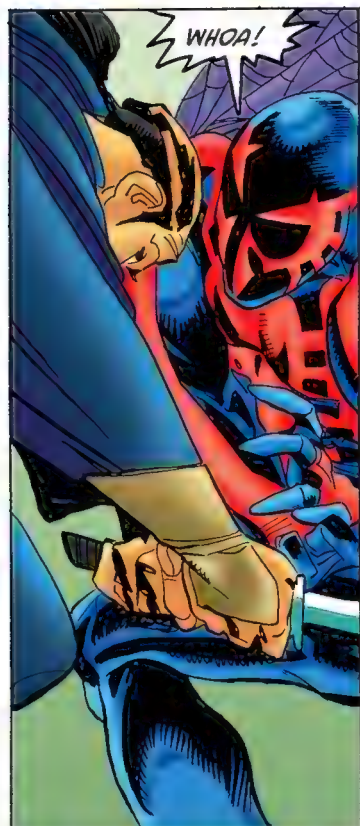


"... THEN HIS MOMENTARY TRIUMPH WILL BE FOLLOWED BY HIS DESTRUCTION. "



FLYBOYS!  
ALL AROUND!

MY  
ESCAPE  
ROUTE'S  
CUT  
OFF---



WHOA!



EASY,  
MIGGY!

ONE  
CRISIS  
AT A  
TIME!



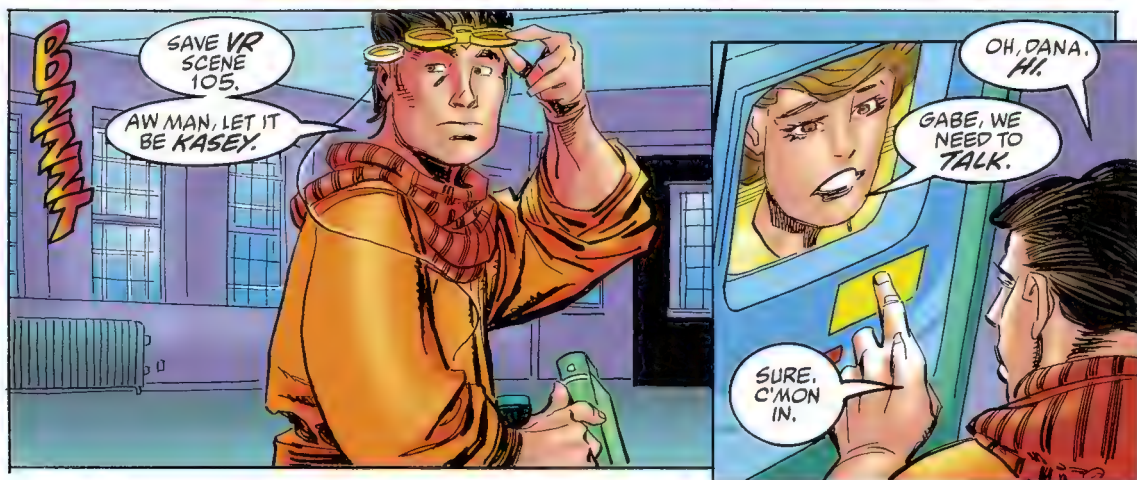
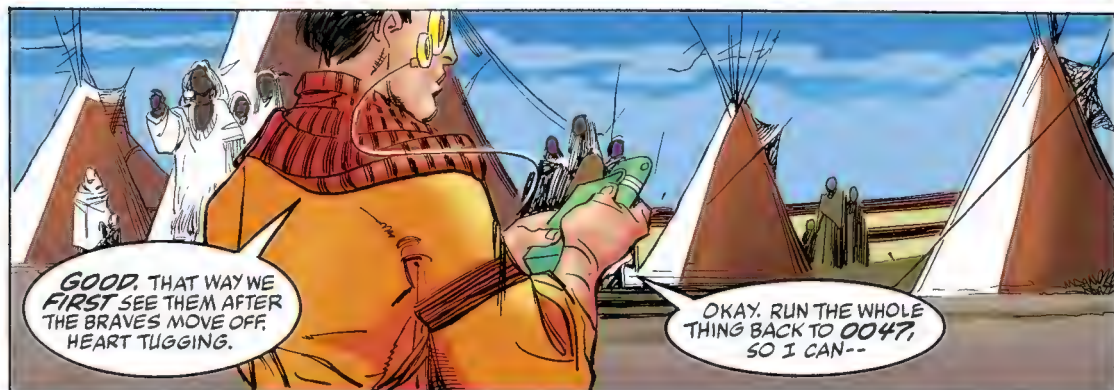
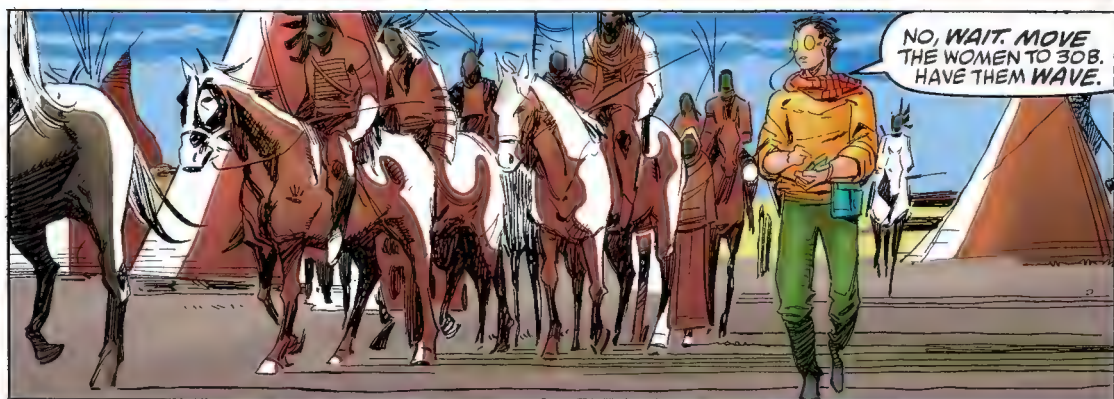
CHIKUSHOW!

GESUNDHEIT.

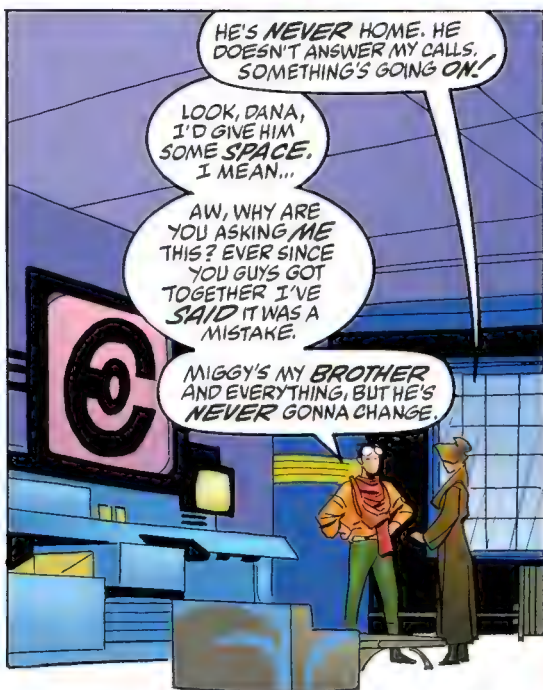
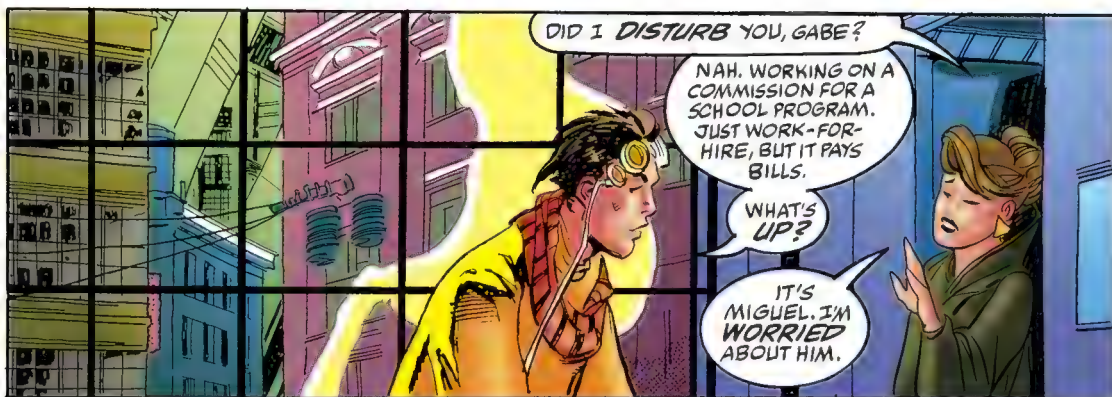
















YOU SEE?  
THE SPECIALIST  
CLEARLY NOW  
HAS THE UPPER  
HAND.

I HUMBL  
Y APOLOGI  
ZE FOR MY  
LACK OF  
FAITH.



APOLOGY  
MOST  
GRATE-  
FULLY  
ACCEPTED.



I'D BE MOST  
GRATEFUL IF YOU  
CLOWNS WOULD GET  
OUT OF MY WAY!

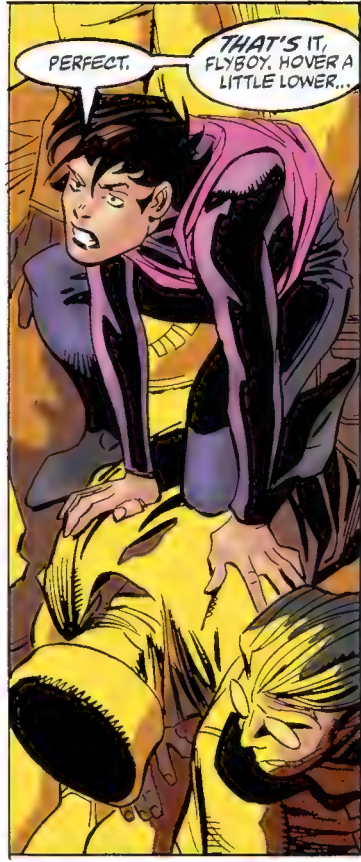
STICK IT, LADY.  
I'M NOT GOIN'  
NO WHERE.



FINE. I GOT A  
BETTER IDEA.

BEND  
OVER!

UNNNNNNN!



PERFECT.

THAT'S IT,  
FLYBOY. HOVER A  
LITTLE LOWER...



HEY!

WATCH  
IT!





THIS REALLY BITES. JUST BECAUSE SPIDER-MAN CUT ME UP ONCE, AND JUST BECAUSE OF WHO MY FATHER IS, THEY'RE KEEPING ME AWAY FROM THE ACTION.



I'M MISSING ALL THE FU--

HEY!!



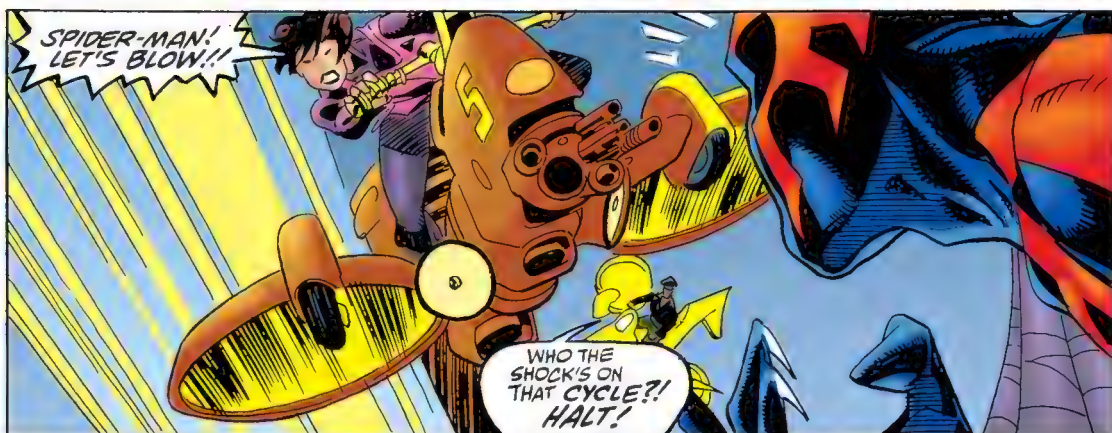
SHOULD'VE BELTED ON, STUP.

LEAST YOU HAD SOME "FUN," THO'.



ONLY GONNA GET ONE SHOT AT THIS, WHILE THE FLYBOYS ARE WATCHING THE FIGHT.

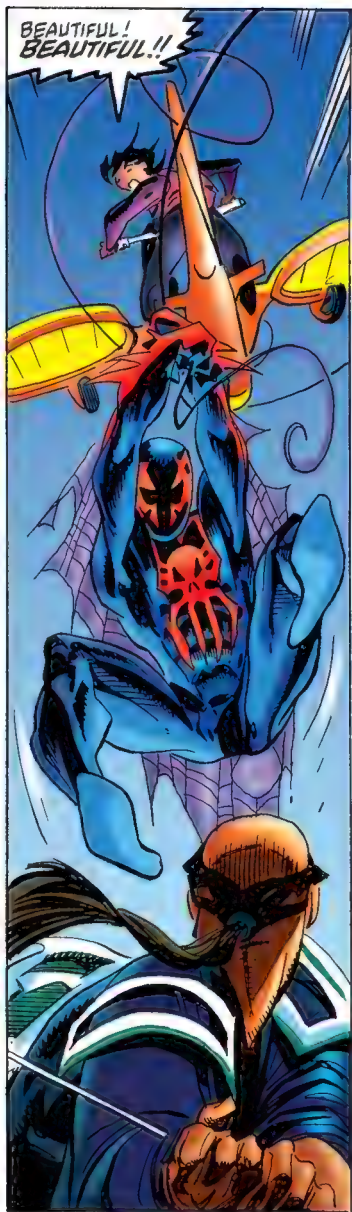
ONCE THEY GLOM ME, I'LL HAVE TO HIGH-TAIL IT.



SPIDER-MAN! LET'S BLOW!!

WHO THE SHOCK'S ON THAT CYCLE?! HALT!









THAT'S...

...SOMEONE I'VE  
NEVER SEEN  
BEFORE.

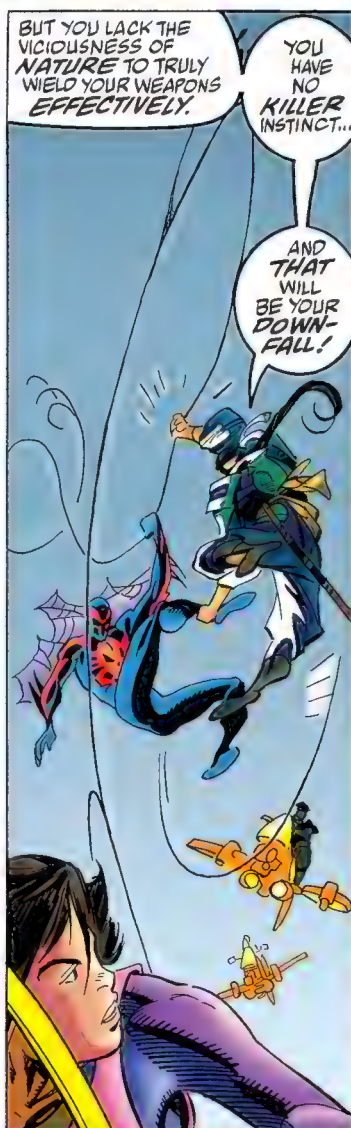


HIS WEIGHT'S  
SLOWING US DOWN!  
THE FLYBOYS'LL BE ALL  
OVER US!

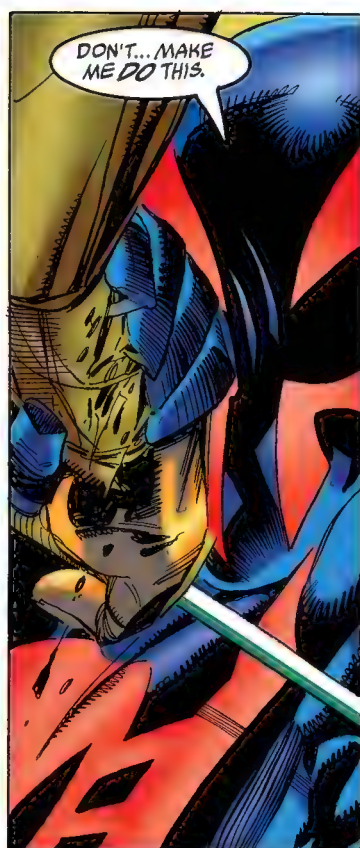
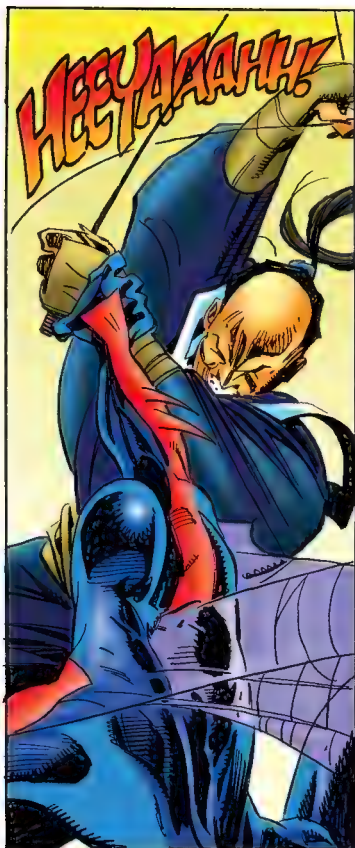
OH,  
SURE!  
COMPLAIN  
TO ME!

TELL  
HIM!

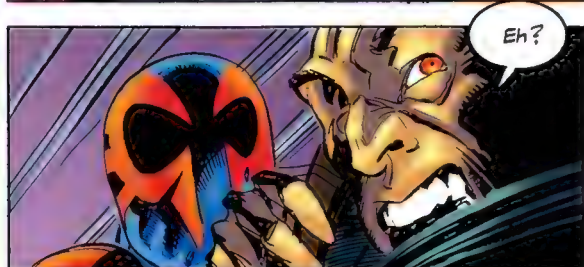
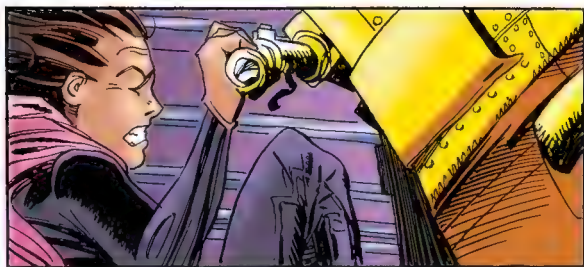








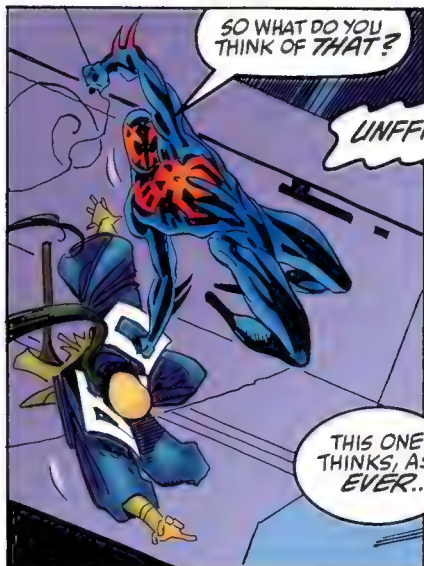












SO WHAT DO YOU  
THINK OF *THAT*?

UNFFF!

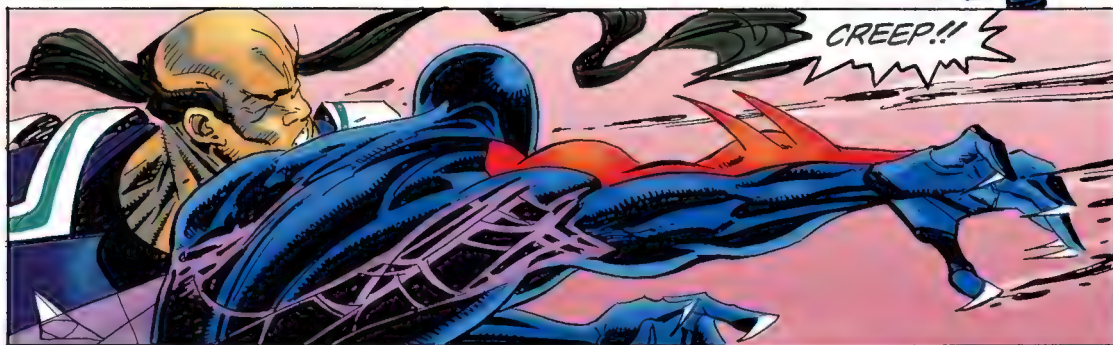
THIS ONE  
THINKS, AS  
EVER...



...THAT IT  
WILL BE THE  
DEATH  
OF YOU.



YOU...



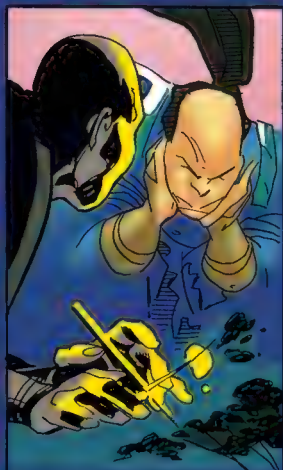
CREEP!!



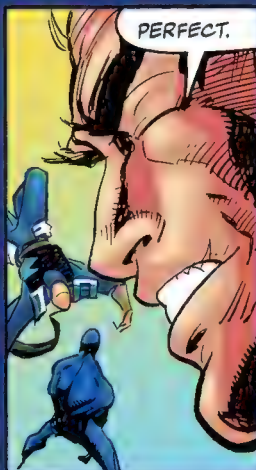
KHSCNNH...



GOOD  
LORD!



HE...  
HE SLIT  
HIS THROAT!

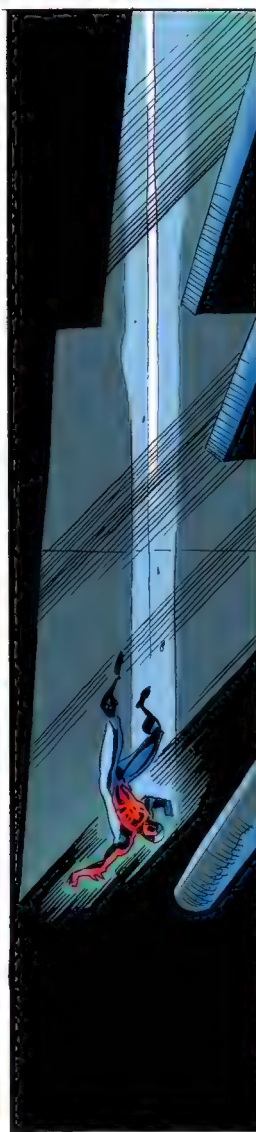
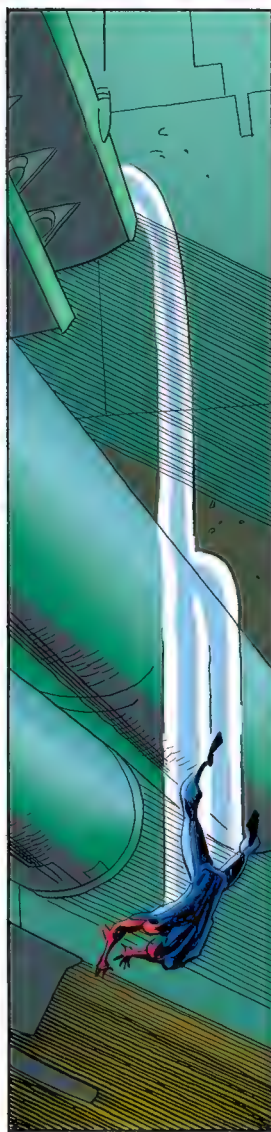


PERFECT.

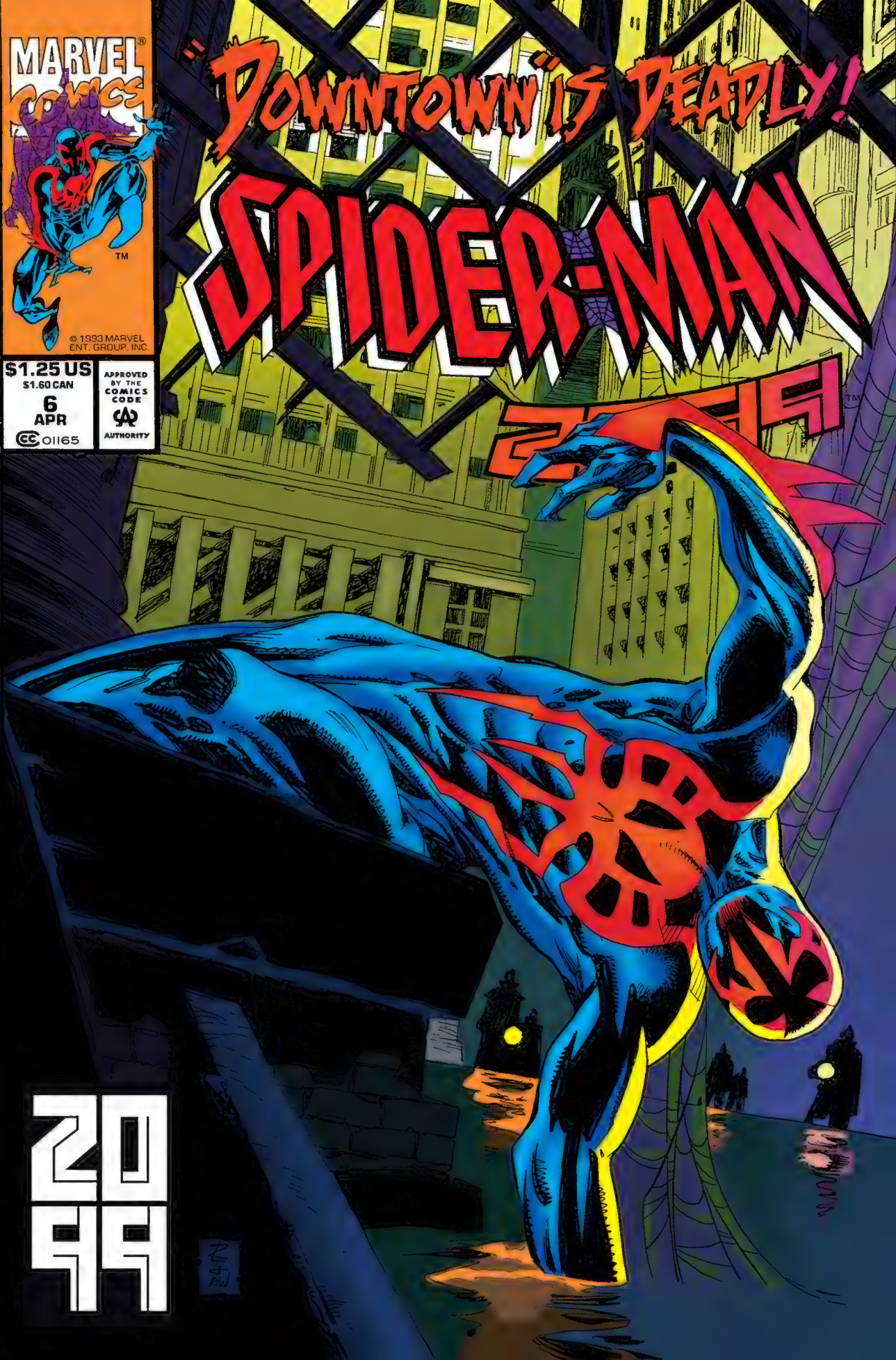












**\$1.25 US**  
**\$1.60 CAN**  
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AUTHORITY

# "DOWNTOWN" IS DEADLY!

# SPIDER-MAN

20  
99



Lo! Death has reared himself a throne  
In a strange city, lying alone  
Far down among the dim West,  
Where the good and the bad and the worst  
and the best  
Have gone to their eternal rest.

--"The City in the Sea,"

Edgar Allan Poe



GEEZ, THIS PART OF  
DOWNTOWN STINKS  
WORSE EVERY DAY.

YOU'RE JUST IN A  
BAD MOOD, FUCHS,  
THASSALL.

NOT THAT THAT'S  
ANYTHING SPECIAL,  
MIND YA. I AM, TOO.

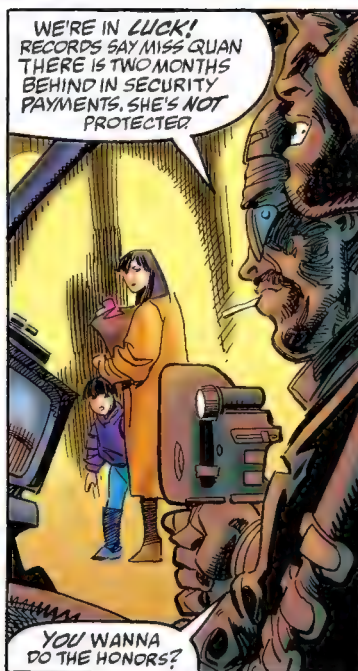
BUT I KNOW  
JUST THE THING  
TO CHEER US UP.

SAME THING  
THAT ALWAYS  
DOES.



MOMMY...  
WHY ARE  
THOSE  
WATCHDOG  
MEN SLOWING  
DOWN? DID  
WE DO  
SOMETHING?

JUST KEEP  
WALKING,  
HUNNY.



WE'RE IN LUCK!  
RECORDS SAY MISS QUAN  
THERE IS TWO MONTHS  
BEHIND IN SECURITY  
PAYMENTS. SHE'S NOT  
PROTECTED

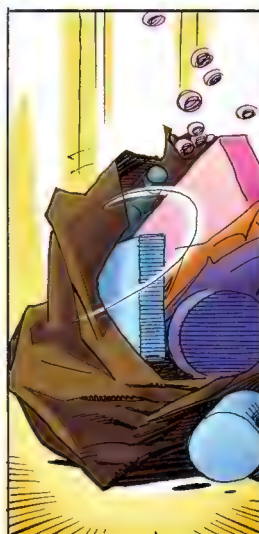
YOU WANNA  
DO THE HONORS?



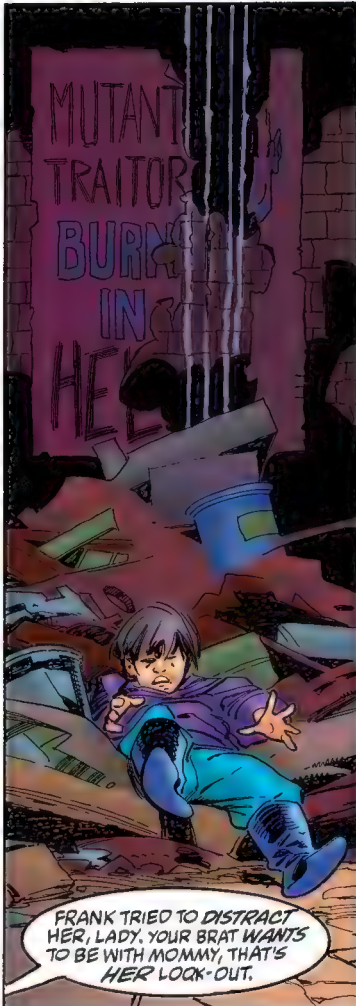
YOU'RE A PAL, FUCHS. KEEP THE  
KID ENTERTAINED WHILE I TRY TO  
BRING HER CURRENT.

HERE. HOLD  
THIS 'CASE SHE  
GETS FRISKY.  
WOULDN'T WANT  
HER GRABBING  
IT OFF ME.











STAN LEE  
PRESENTS:

# DOWNTOWN

PETER DAVID  
WRITER

RICK LEONARDI  
PENCILS

AL WILLIAMSON  
INKS

NOELLE GIDDINGS  
COLORS

RICK PARKER  
LETTERS

JOEY CAVAUERI  
EDITOR

TOM DEFALCO  
EDITOR IN CHIEF

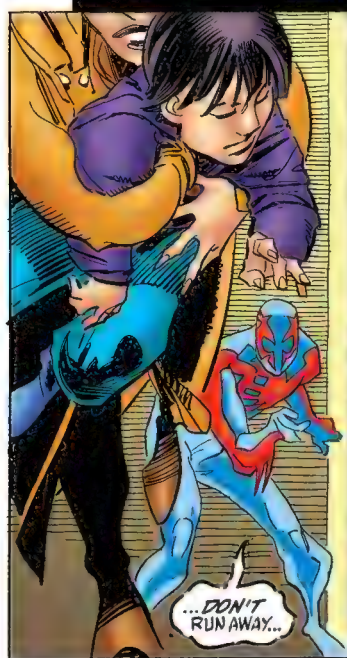
HELP...  
ME...



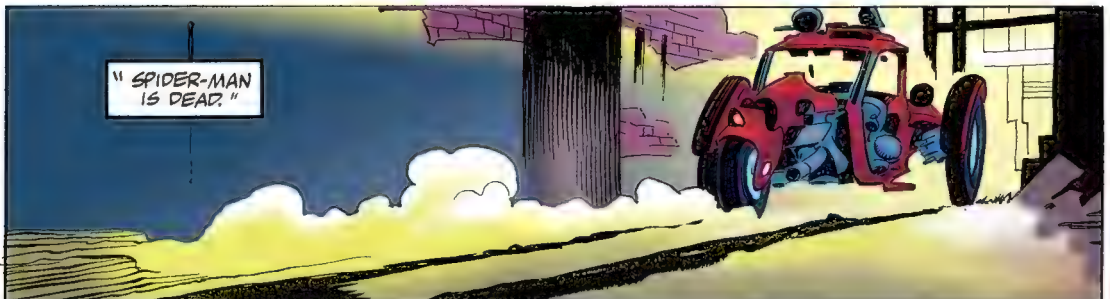
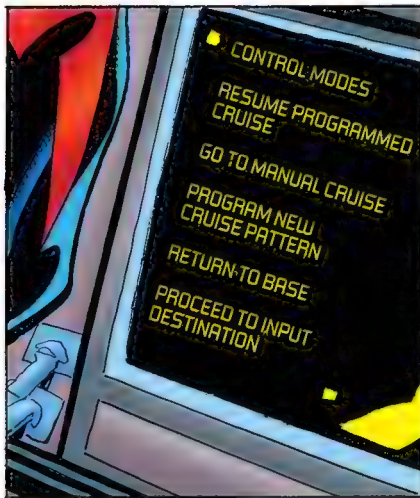
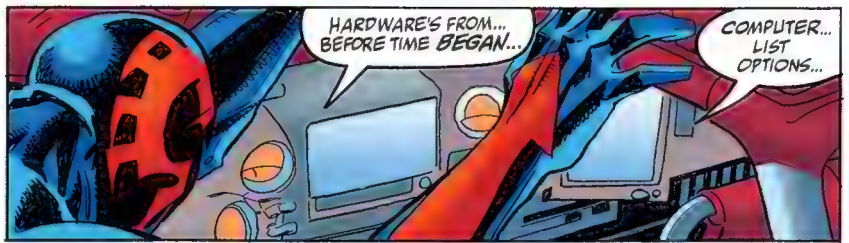
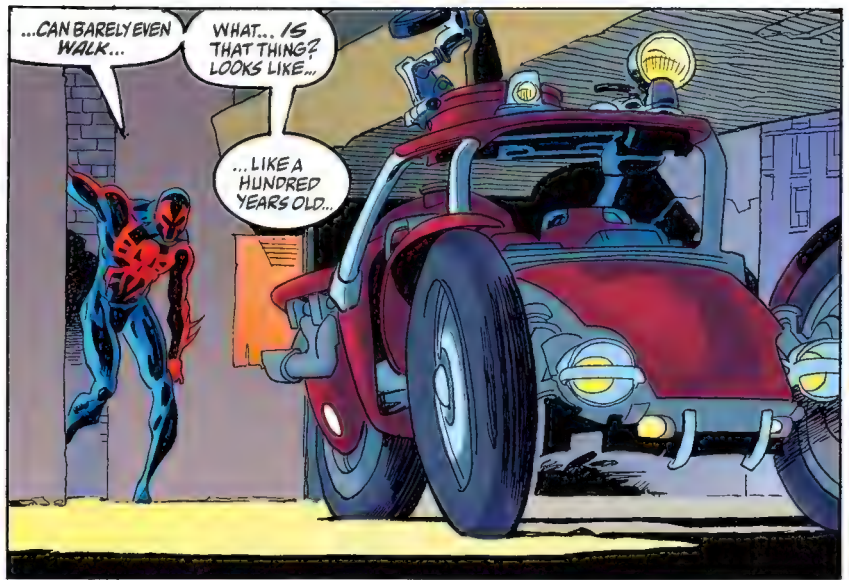




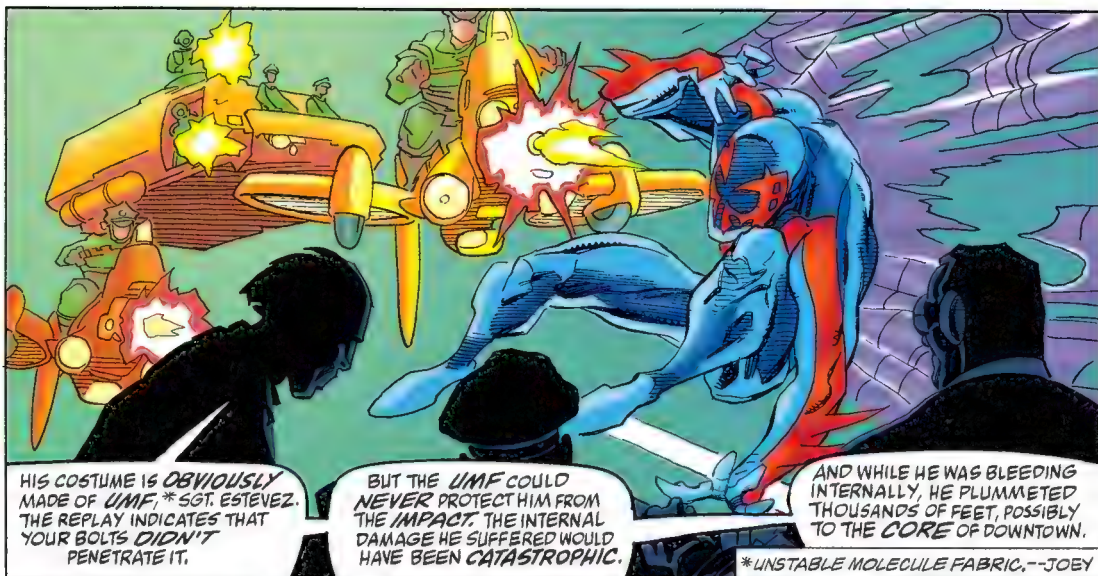












HIS COSTUME IS **OBVIOUSLY** MADE OF **UMF**, \*SGT. ESTEVEZ. THE REPLAY INDICATES THAT YOUR BOLTS **DIDN'T** PENETRATE IT.

BUT THE **UMF** COULD **NEVER** PROTECT HIM FROM THE **IMPACT**. THE INTERNAL DAMAGE HE SUFFERED WOULD HAVE BEEN **CATASTROPHIC**.

AND WHILE HE WAS BLEEDING INTERNALLY, HE PLUMMETED THOUSANDS OF FEET, POSSIBLY TO THE **CORE** OF DOWNTOWN.

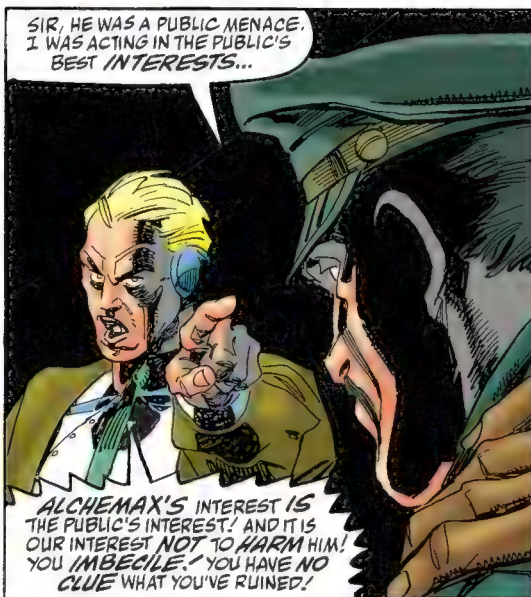
\*UNSTABLE MOLECULE FABRIC,--JOEY



SO TELL ME, SERGEANT... WHAT **INSPIRED** YOU TO DISOBEY A **DIRECT** ORDER NOT TO USE LETHAL FORCE AGAINST HIM?

I **DIDN'T** GET THE ORDER, SIR. MUST HAVE BEEN A COMLINK SCREW-UP.

I SEE. THAT SCREW-UP WOULDN'T BE RELATED TO THE FACT THAT SPIDER-MAN INJURED YOUR SON LAST WEEK, WOULD IT?



SIR, HE WAS A PUBLIC MENACE. I WAS ACTING IN THE PUBLIC'S BEST INTERESTS...

ALCHEMAX'S INTEREST IS THE PUBLIC'S INTEREST! AND IT IS OUR INTEREST **NOT** TO HARM HIM! YOU **IMBECILE**, YOU HAVE NO **CLUE** WHAT YOU'VE RUINED!



GET OUT. YOU'RE FIRED... WITH PREJUDICE.

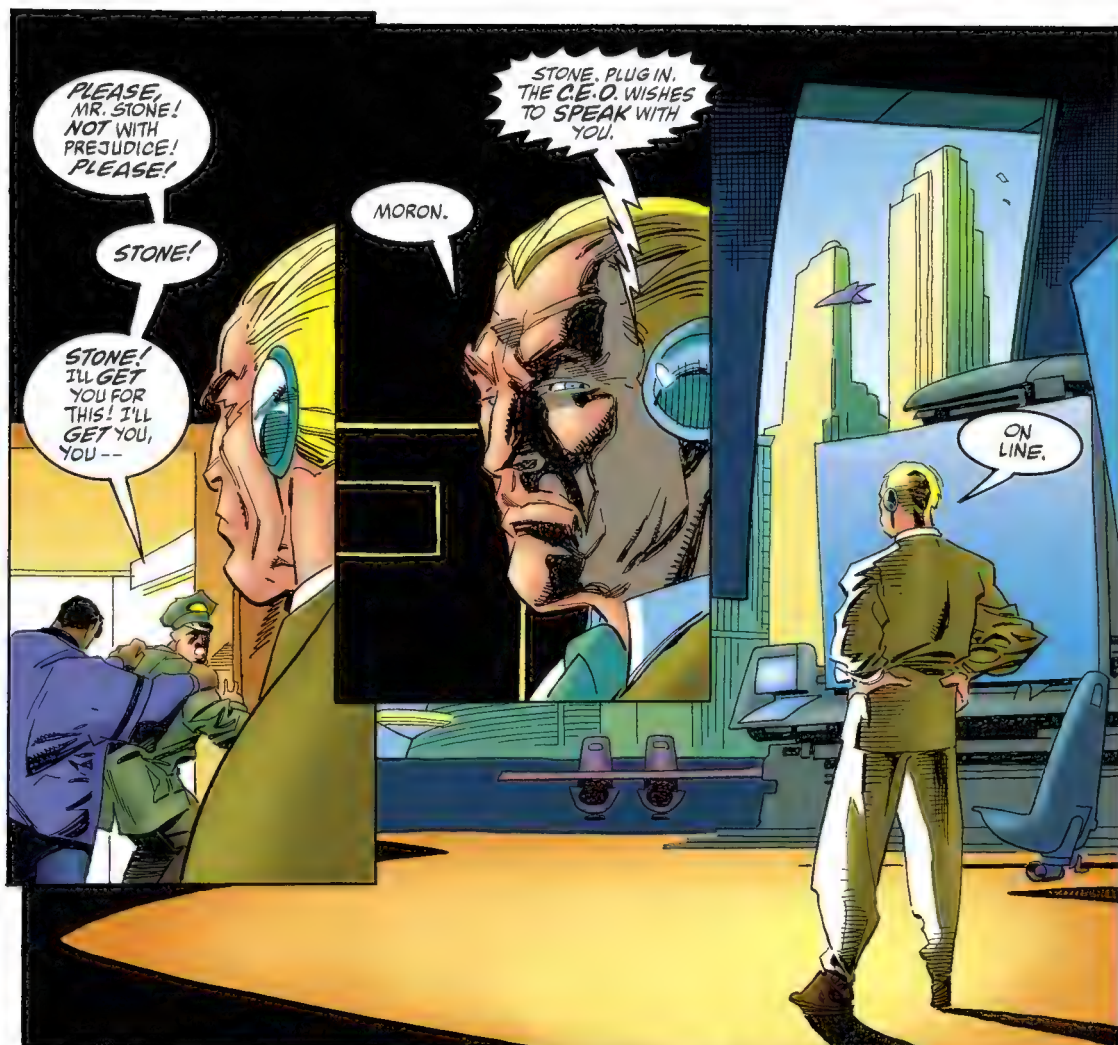
W-WHAT?



WINSTON, GET HIM OUT OF HERE.

MR. STONE, NO! I'VE... I'VE BEEN WITH THE COMPANY FOR 15 YEARS! I--

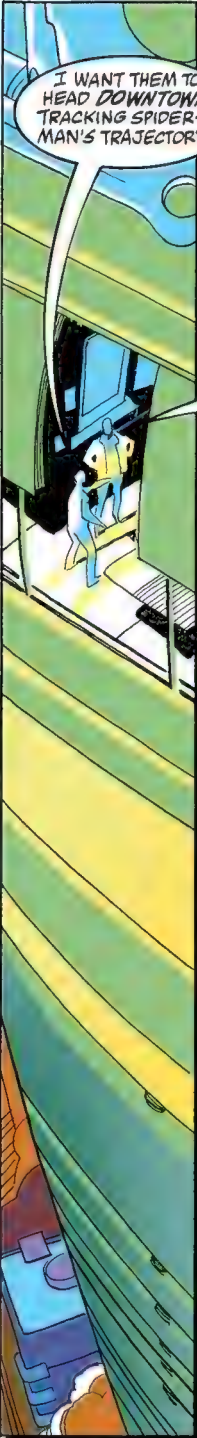




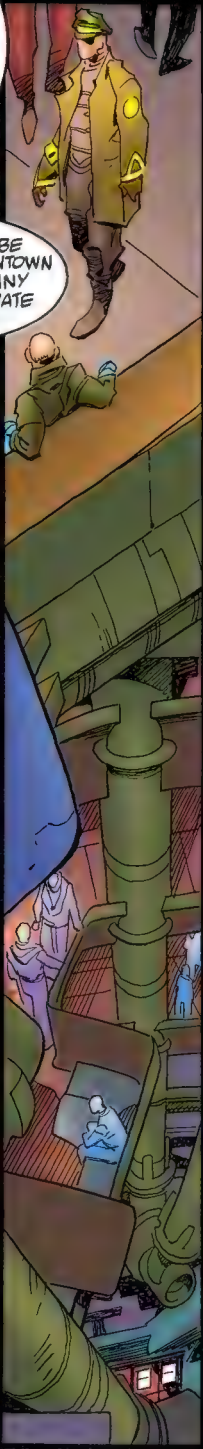




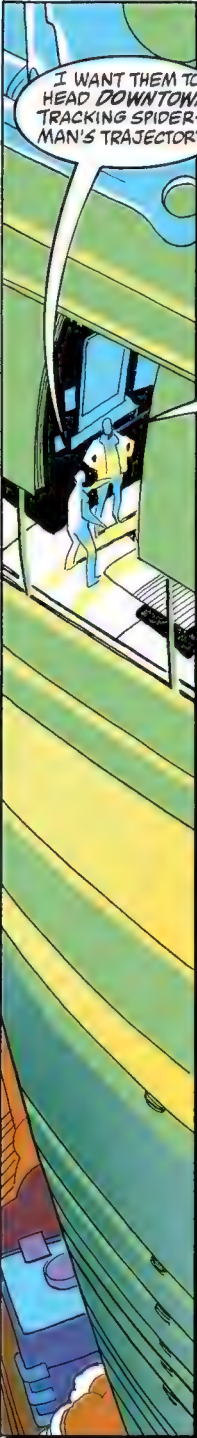




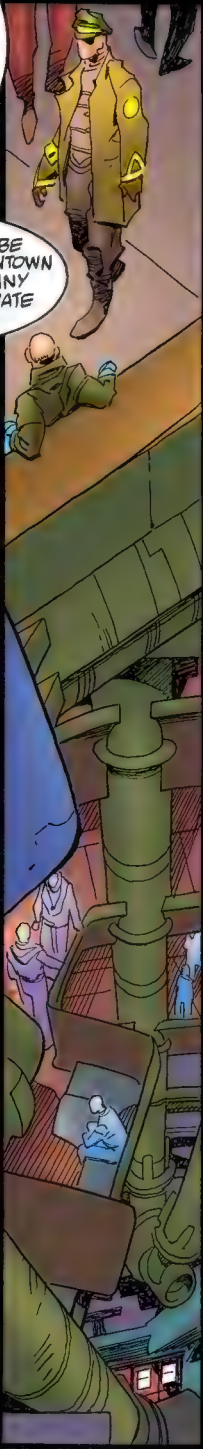
I WANT THEM TO  
HEAD **DOWNTOWN**,  
TRACKING SPIDER-  
MAN'S TRAJECTORY.




IF HE *IS* DEAD,  
I WANT A BODY  
TO PROVE IT. IF  
THERE'S *ANY*  
CHANCE AT ALL  
THAT HE'S STILL  
SUCKING OXYGEN,  
WE HAVE TO  
**TAKE IT.**



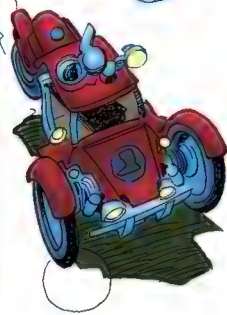
FLYBOYS WON'T BE  
**HAPPY**, SIR. DOWNTOWN  
DOESN'T HAVE ANY  
CAMERAS. SEPARATE  
OPERATIONS.



" I DON'T GIVE  
TWO FLIPS  
WHETHER  
THEY'RE  
SINKING IN  
**DEPRESSION**  
OR WRITHING IN  
**ECSTASY**.  
THEY'RE PAID TO  
DO WHAT I  
TELL THEM  
TO DO.



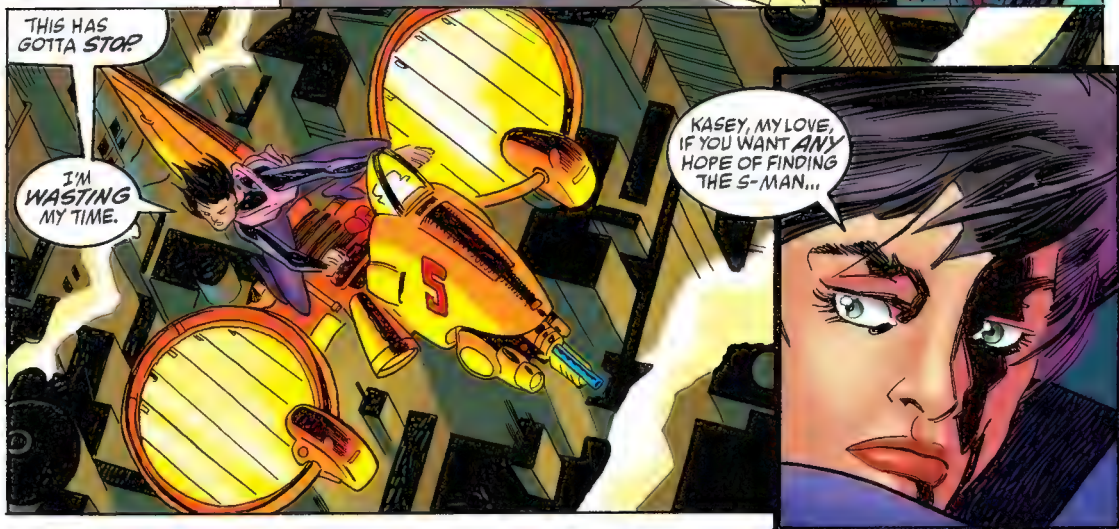
" NOW MAKE  
**SURE** THEY  
DO IT. "



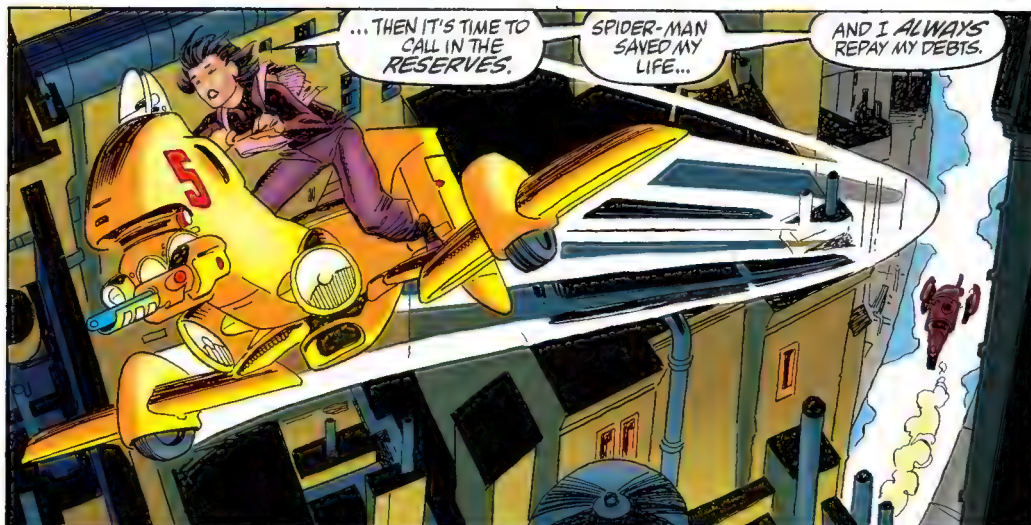












... THEN IT'S TIME TO  
CALL IN THE  
RESERVES.

SPIDER-MAN  
SAVED MY  
LIFE...

AND I ALWAYS  
REPAY MY DEBTS.



**UPTOWN...**

LOOK, DANA, WILL YA  
LISTEN TO ME?

I JUST REMEMBERED AN  
APPOINTMENT IS ALL, OKAY?  
I'VE GOTTA GET GOING. I CAN'T  
HANG OUT HERE AND CHAT ABOUT  
YOU AND MUGGY RIGHT NOW. I'M  
SORRY.

GABE, I'M  
NOT AN IDIOT,  
OKAY?

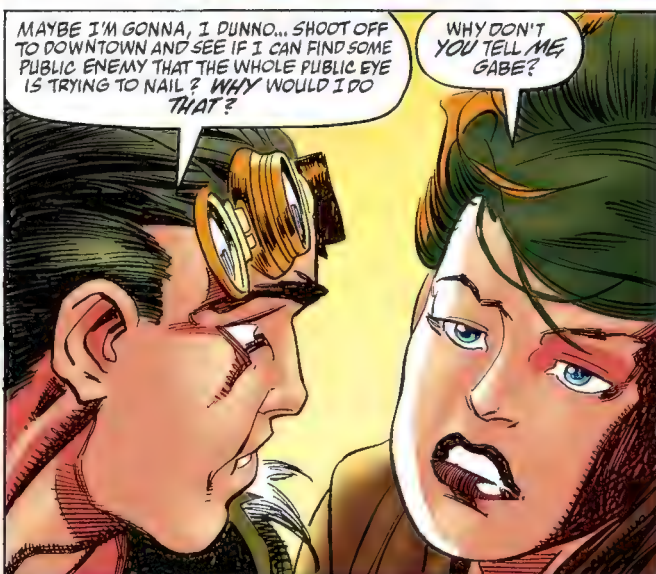


WE'RE STANDING THERE,  
WATCHING THAT WHOLE  
SPIDER-MAN FIGHT ON  
THE PUBLIC EYE...

... AND THEN HE'S SHOT AND GONE,  
AND SUDDENLY, **BOOM!**

YOU SUDDENLY  
REMEMBER AN  
APPOINTMENT? I  
MEAN, COME ON!

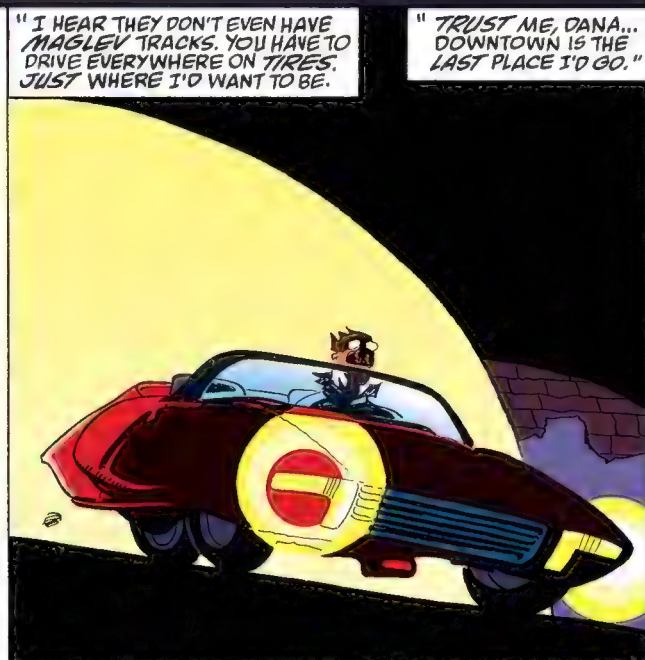
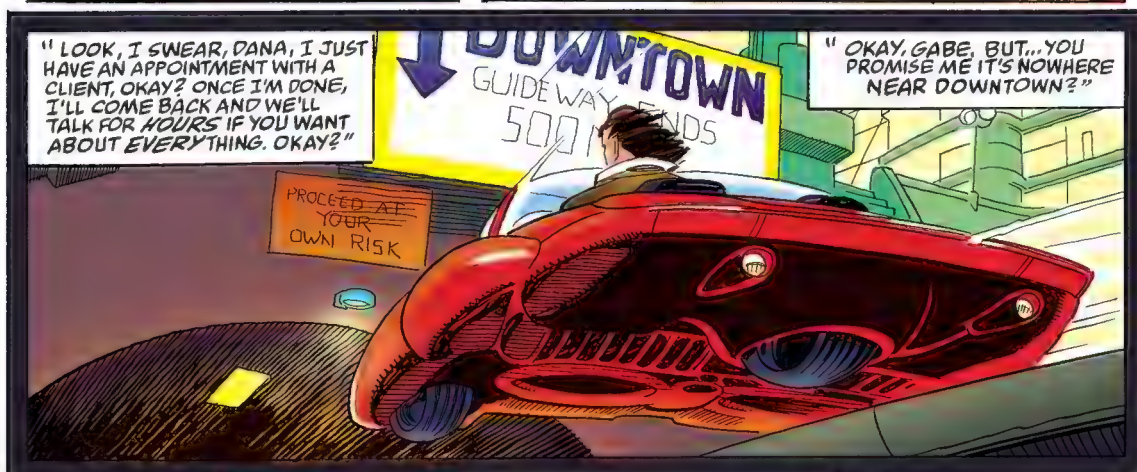
NO, YOU COME ON, DANA!  
WHAT DO YOU THINK I'M  
GONNA DO, HUH?



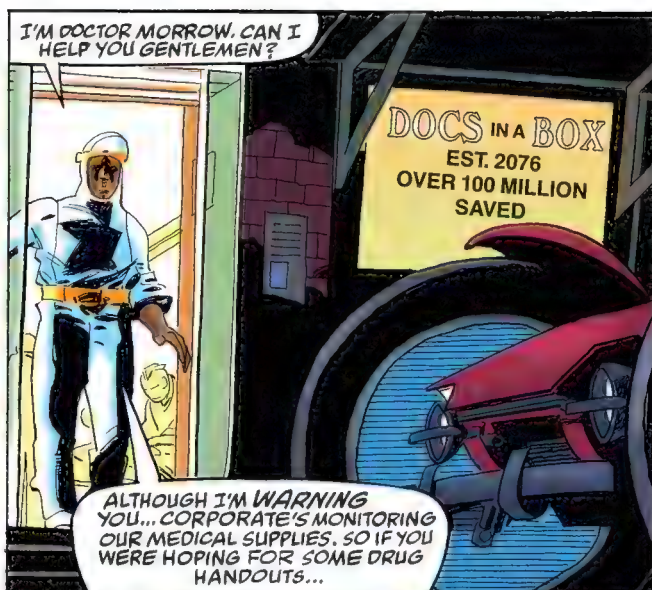
MAYBE I'M GONNA, I DUNNO... SHOOT OFF  
TO DOWNTOWN AND SEE IF I CAN FIND SOME  
PUBLIC ENEMY THAT THE WHOLE PUBLIC EYE  
IS TRYING TO NAIL? WHY WOULD I DO  
THAT?

WHY DON'T  
YOU TELL ME  
GABE?

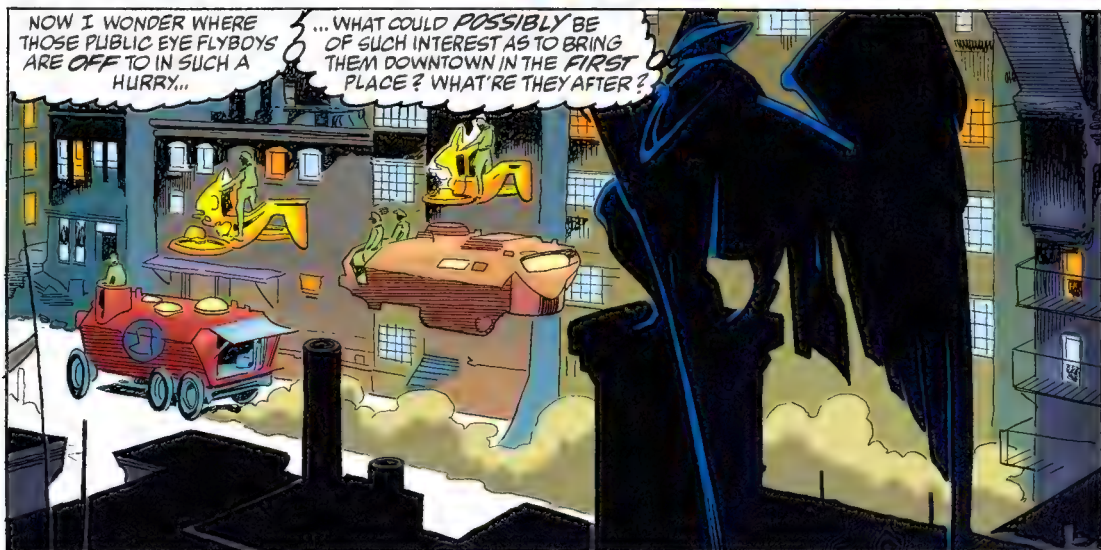
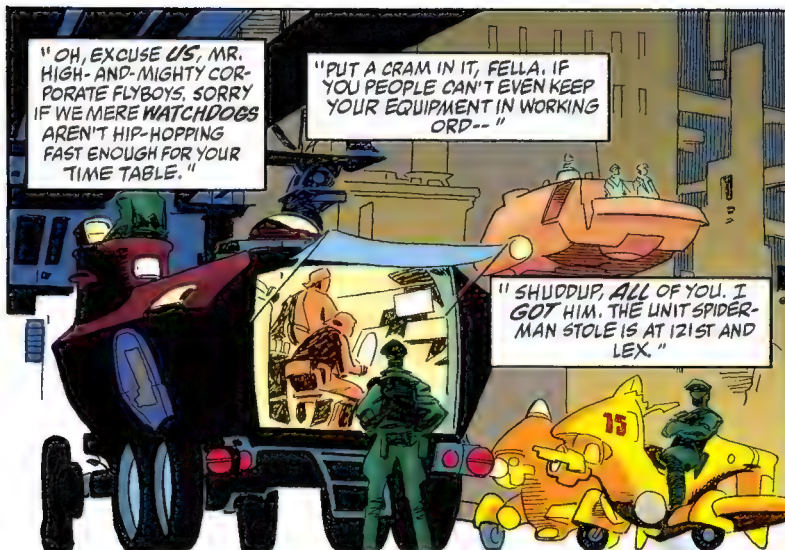




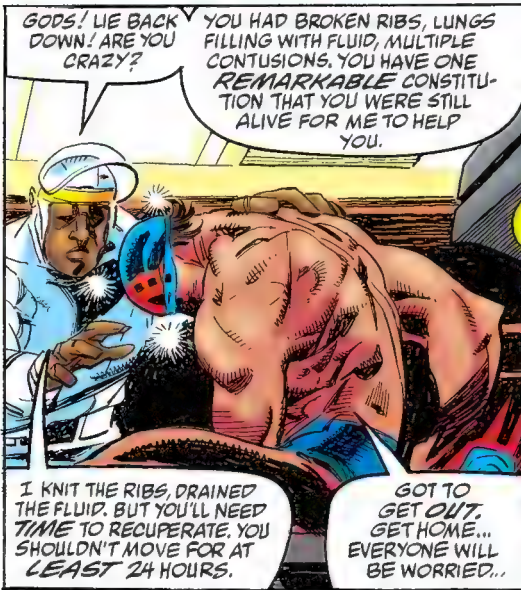
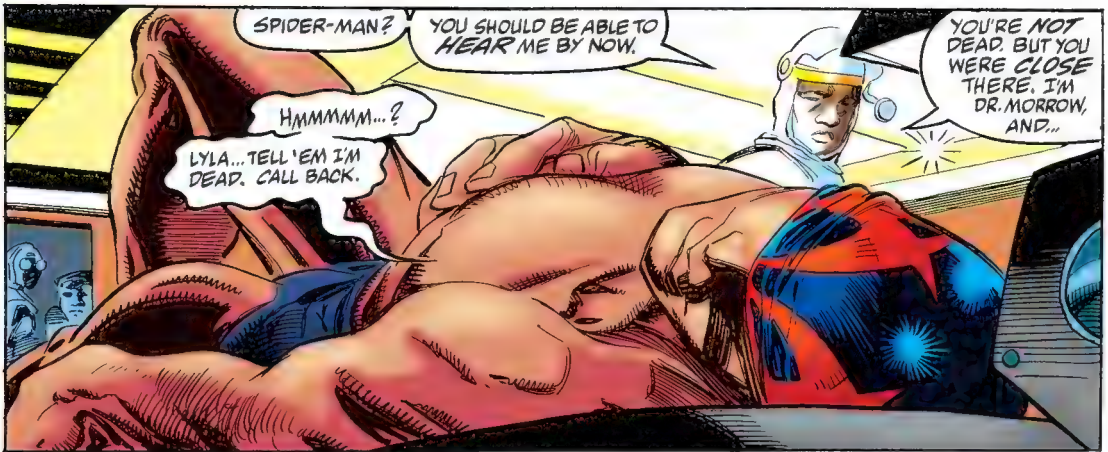




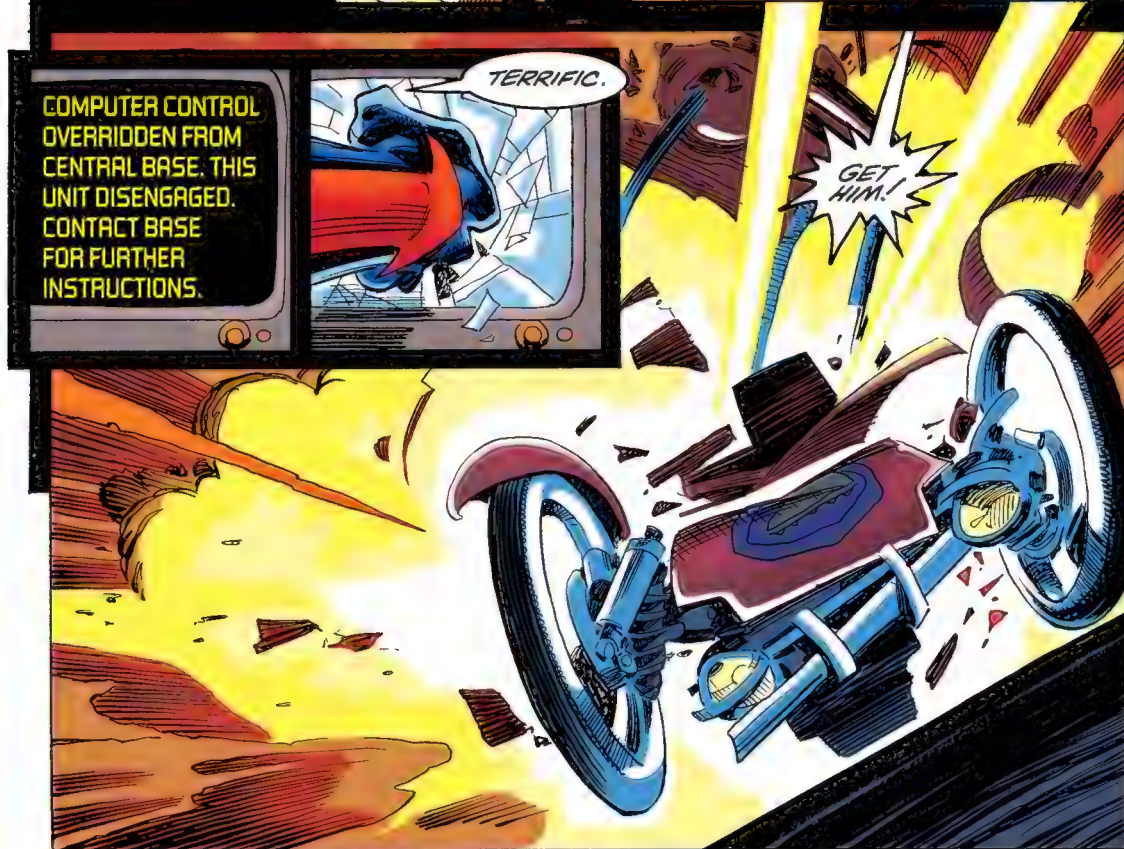
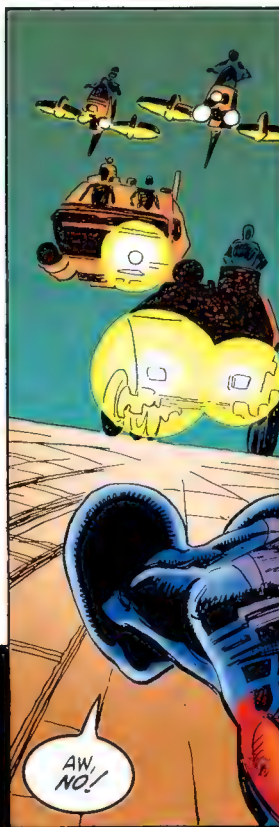
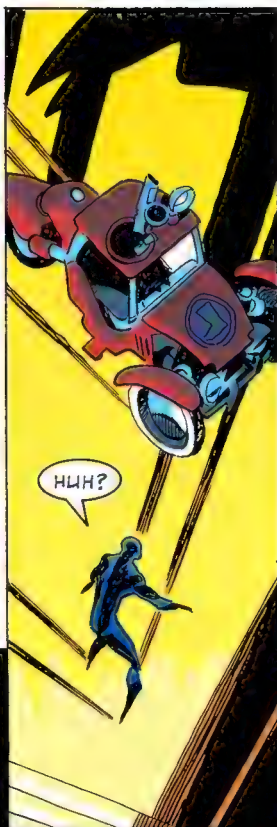




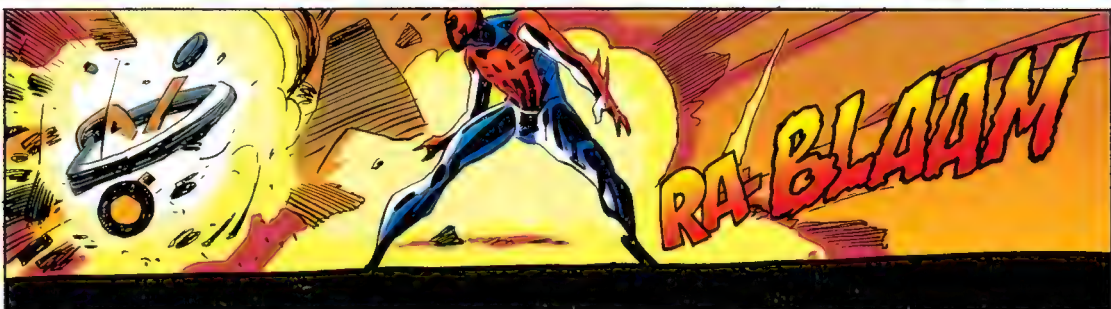
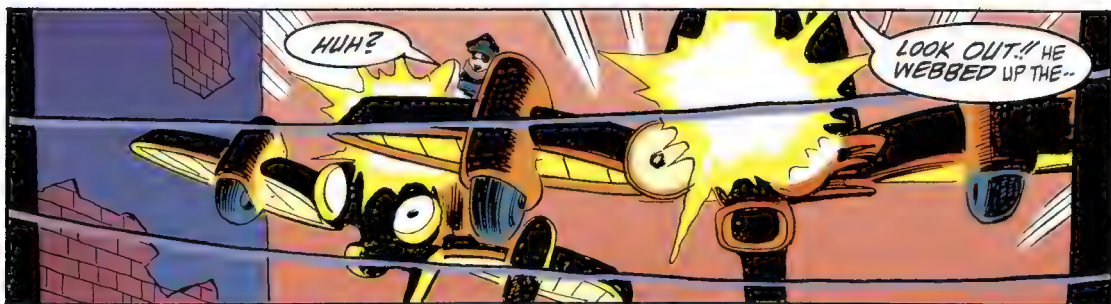
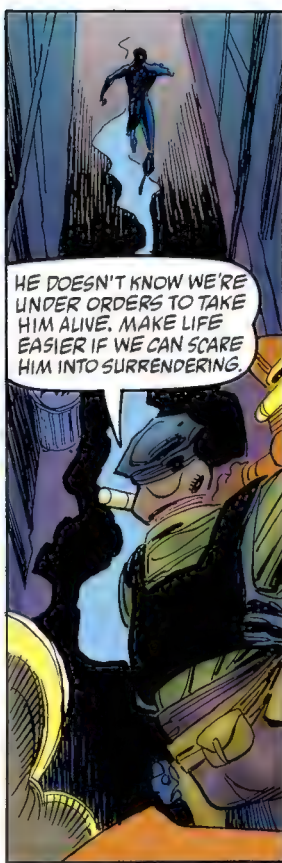




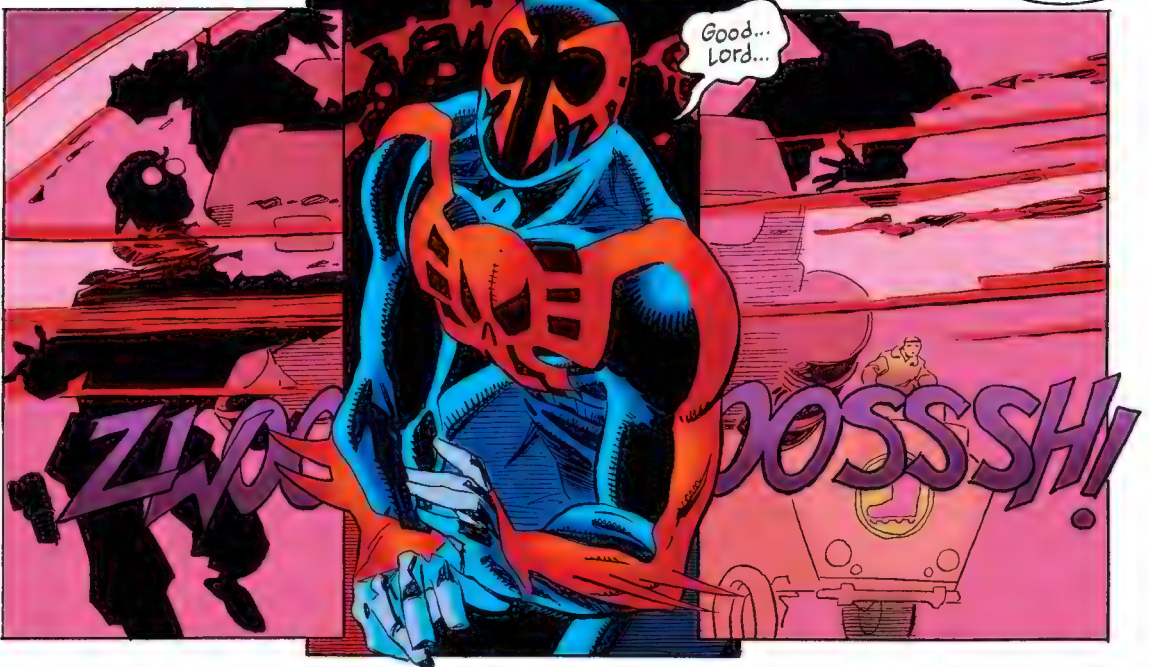
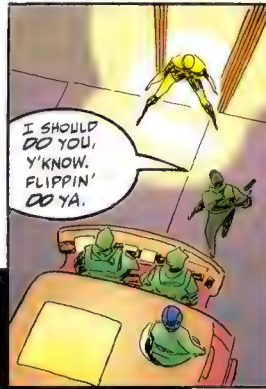
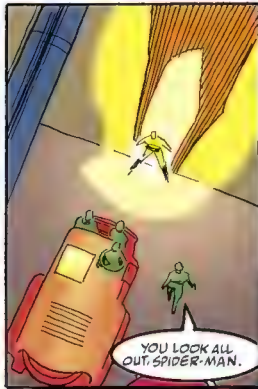
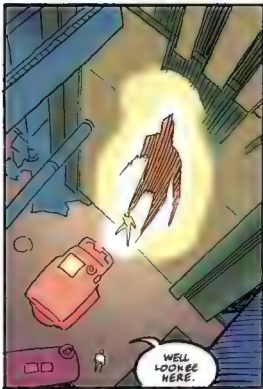
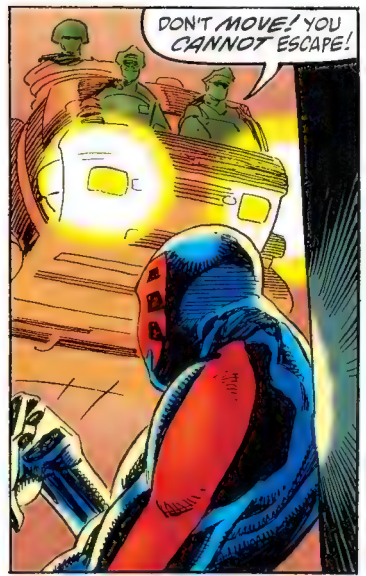
















Blood...  
every-  
where...

Smells  
of...

Get  
away...  
just...

GET  
AWAY?

YOU GOT IT,  
SPIDER-MAN.  
YOUR WISH IS  
MY COMMAND.

WE'LL GET FAR,  
FAR AWAY.

WE'RE GOING  
TO BE GREAT  
FRIENDS, YOU  
AND I, GREAT  
FRIENDS.  
BELIEVE ME...

WHEN YOU PUT YOURSELF  
IN THE VULTURE'S TALONS,  
NOT EVEN THE SKY IS THE  
LIMIT.

NEXT: "A WING... AND A PRAYER!"





**MARVEL**  
**COMICS**

*A FEARSOME NEW FOE FIGHTS*

**\$1.95 AUS**

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# SPIDER-MAN 2099

# VULTURE 2099







NEVER YOU *MIND*,  
SPIDER-MAN. I'VE  
GOT EVERYTHING  
FIRMLY UNDER  
CONTROL.

A YOUNG WOMAN WITH NO  
COMPREHENSION OF HER OWN  
MORTALITY IS *FOLLOWING*.  
THAT'S ALL. TRYING TO BE A  
HEROINE.

LET 'IM DOWN,  
VULTURE! OR I  
*SWEAR*, I'LL PIN  
YOUR TAIL FEATHERS  
BACK!

Stan Lee PRESENTS:  
**Wing**  
And a  
**Prayer**

MORE FLIGHTS OF FANCY FROM --

PETER  
DAVID  
WRITER

RICK  
LEONARDI  
PENCILER

AL  
WILLIAMSON  
INKER

RICK  
PARKER  
LETTERER

STEVE  
BUCCELLATO  
COLORIST

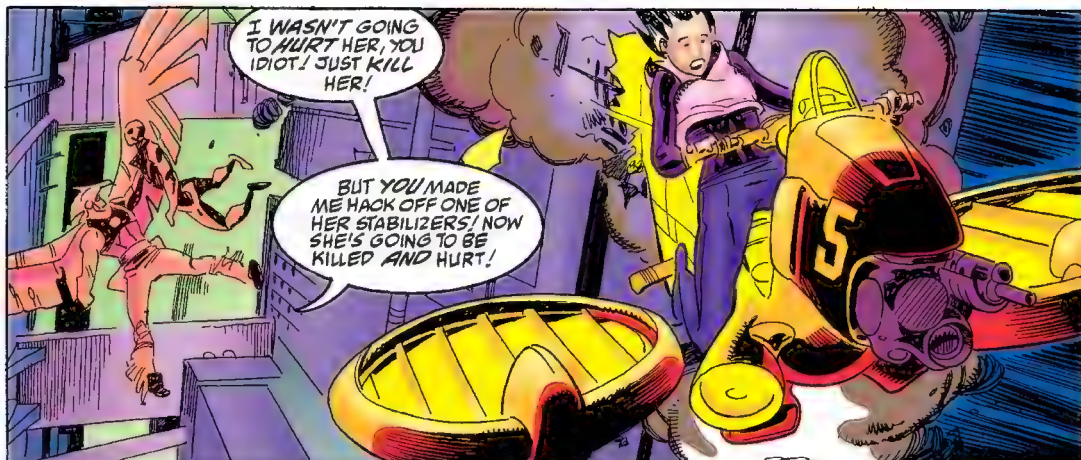
JOEY  
CAVALIERI  
EDITOR

TOM  
DEFALCO  
CHIEF





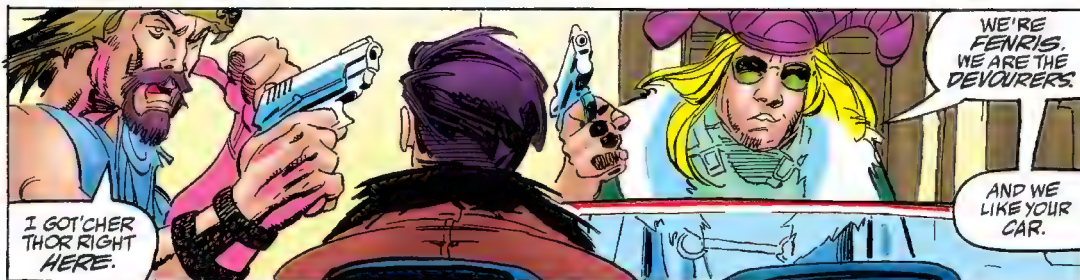
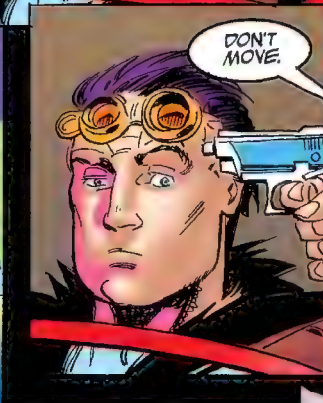
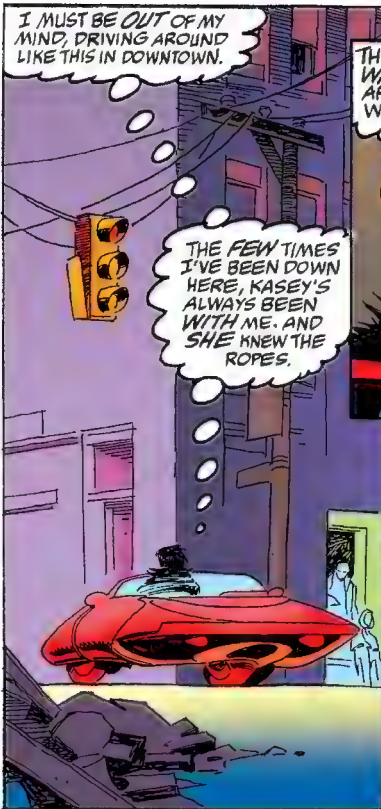




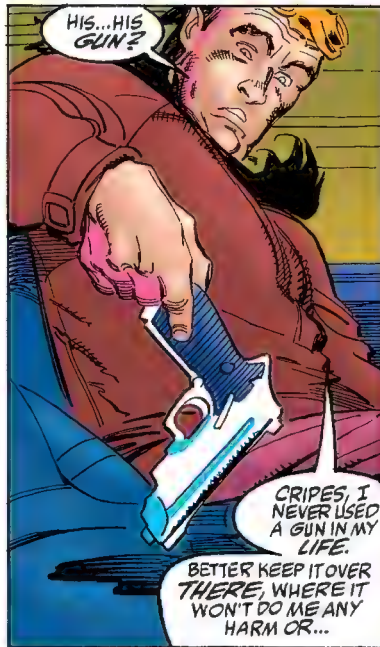
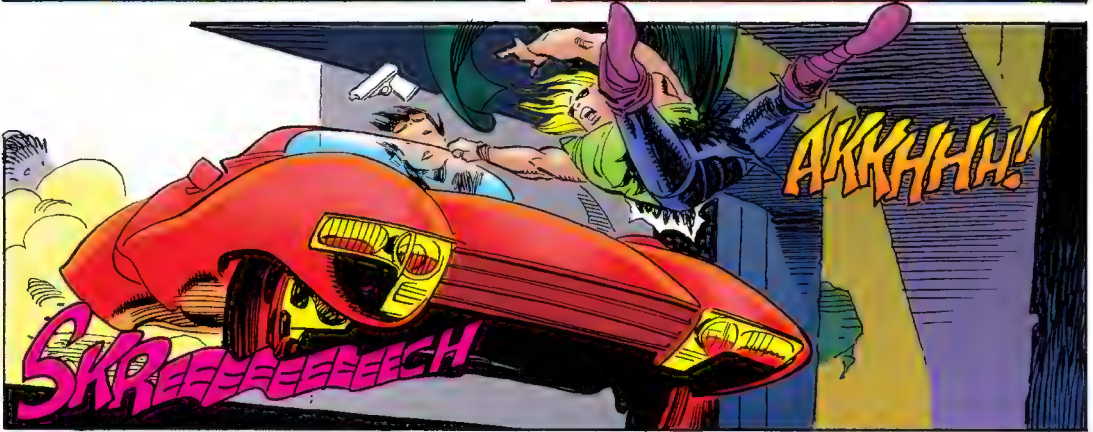




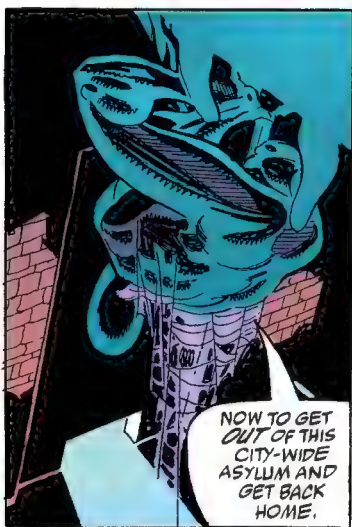
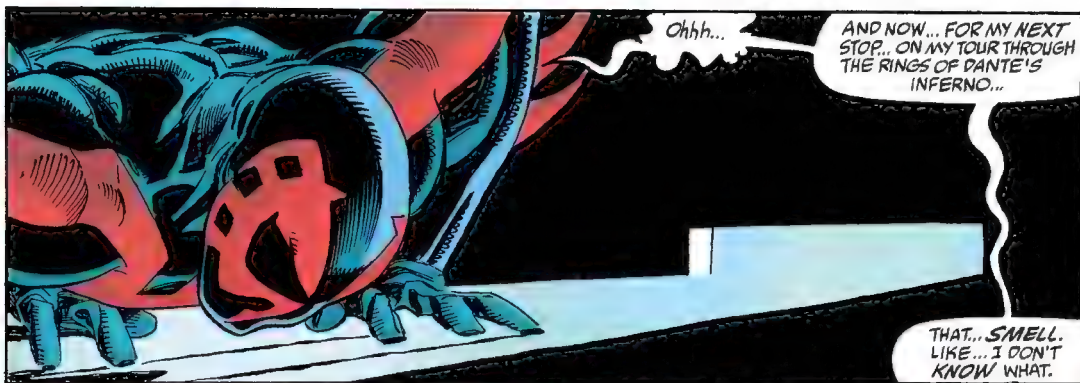




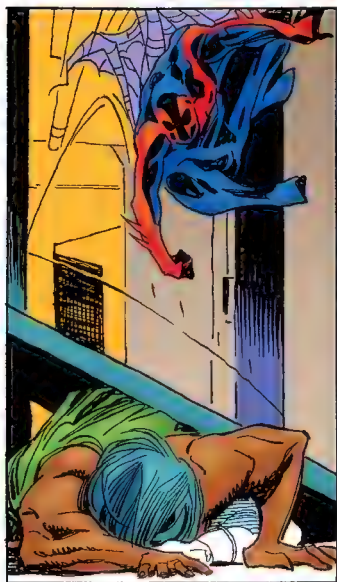
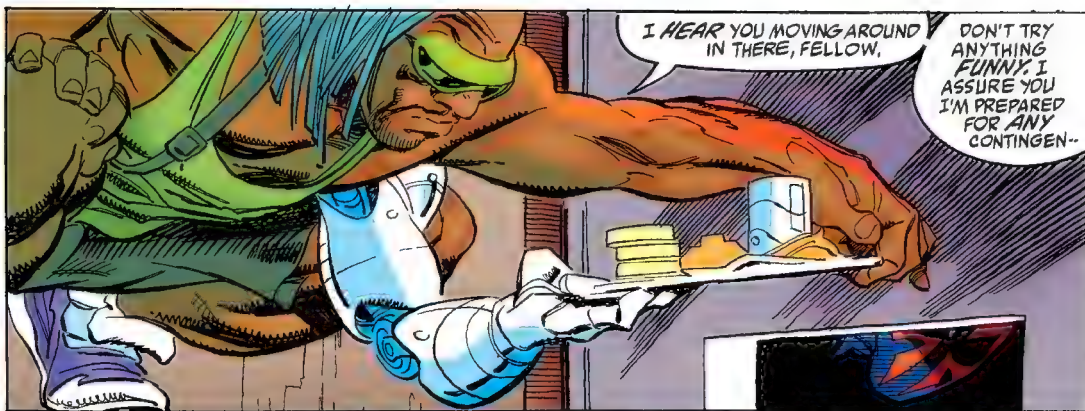
















THE S-MAN  
HIM-SELF.

HOW NICE TO  
SEE YOU UP  
AND ABOUT.

PLEASE...  
COME IN.

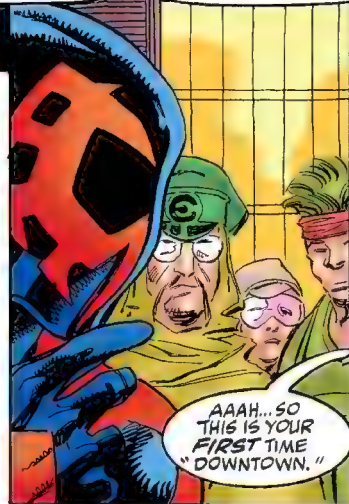
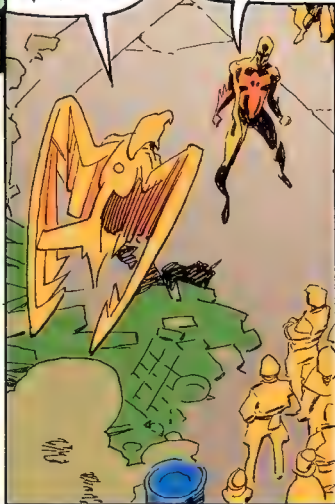
NO NEED TO HAVE  
YOUR FISTS ALL  
CLENCHED.

YOU'RE  
AMONG  
FRIENDS.

YOU'RE  
AMONG...THE  
FREAKERS.

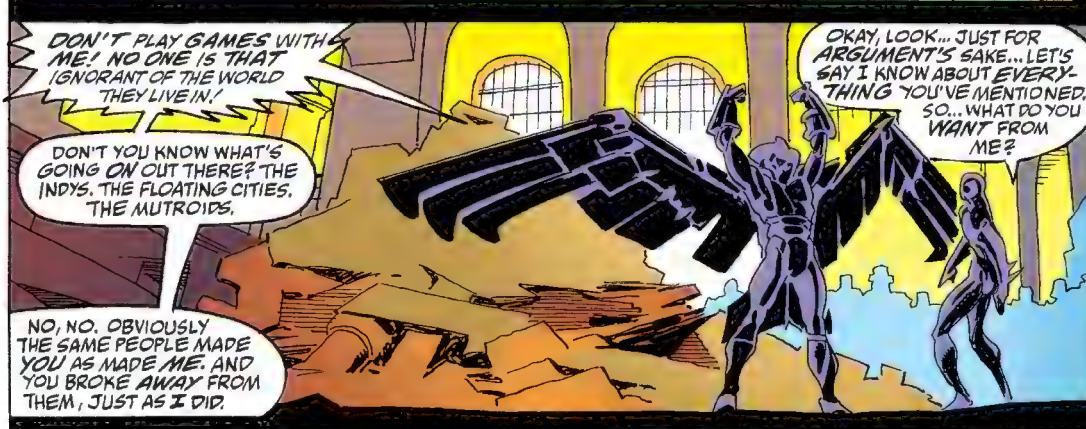
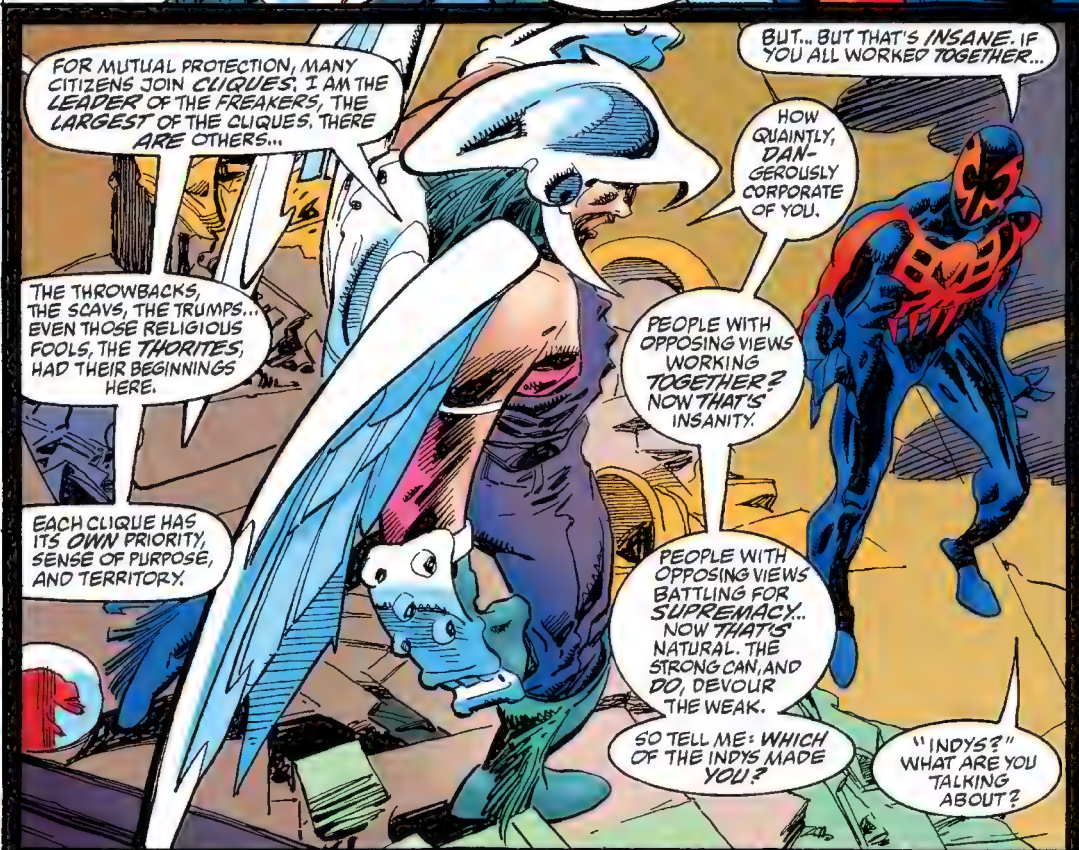
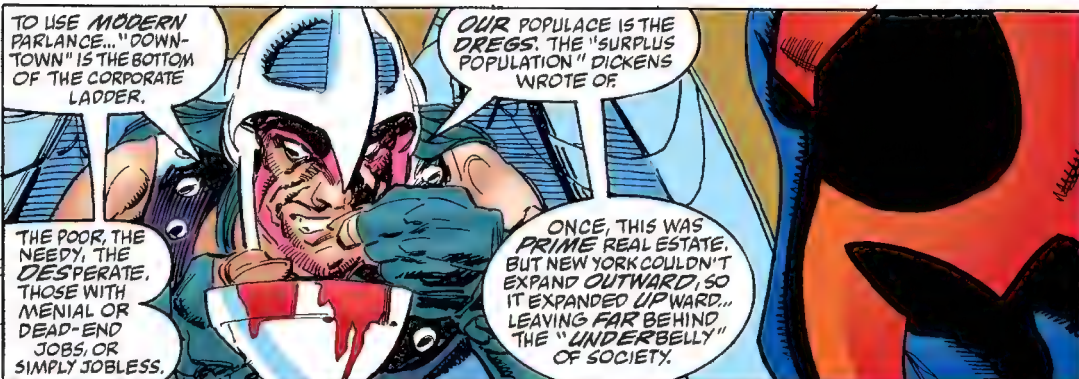
I FEEL LIKE I'VE ASKED THIS  
QUESTION A *THOUSAND* TIMES  
RECENTLY, BUT...

WHAT *IS* THIS PLACE?  
I'VE LIVED IN NEW YORK  
FOR YEARS AND NEVER...

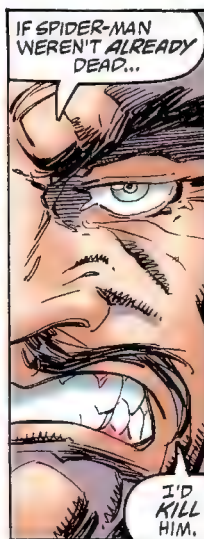
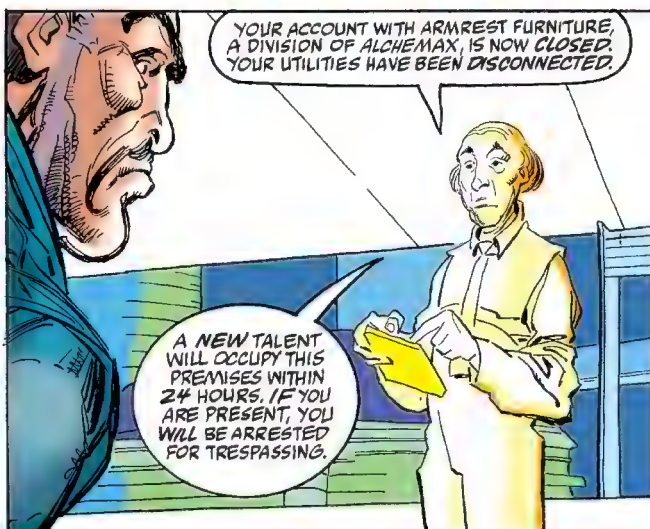
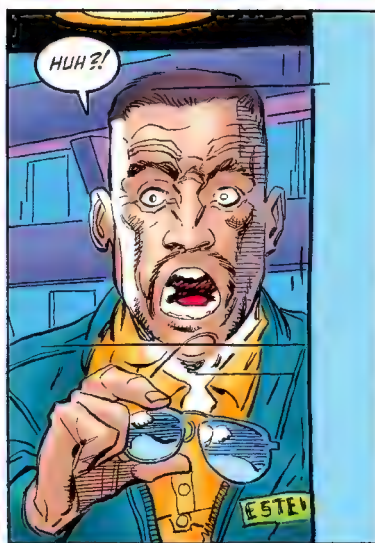
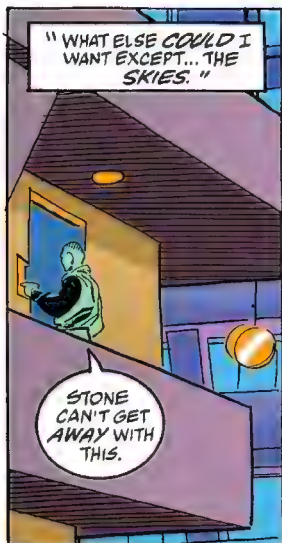


AAAH...SO  
THIS IS YOUR  
FIRST TIME  
"DOWNTOWN."









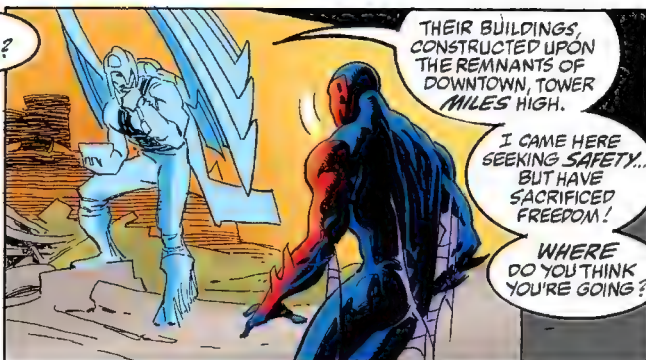




THE  
SKIES?

ALCHEMAX  
HAS TAKEN OVER  
THE SKIES.

THEIR FLYBOYS  
ARE EVERYWHERE.



THEIR BUILDINGS,  
CONSTRUCTED UPON  
THE REMNANTS OF  
DOWNTOWN, TOWER  
MILES HIGH.

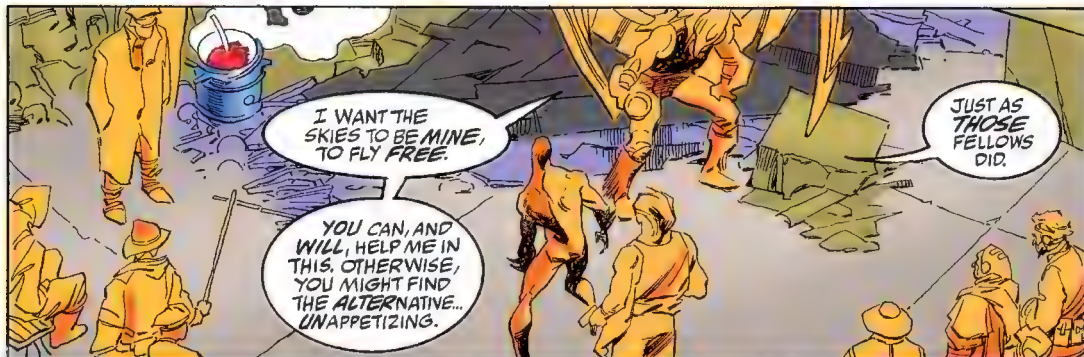
I CAME HERE  
SEEKING SAFETY...  
BUT HAVE  
SACRIFICED  
FREEDOM!

WHERE  
DO YOU THINK  
YOU'RE GOING?



THAT'S  
BETTER.  
THANK  
YOU,  
SERGEANT-  
AT-ARMS.

I WANT TO BRING  
ALCHEMAX  
CRASHING  
DOWN,  
SPIDER-  
MAN.



I WANT THE  
SKIES TO BE MINE,  
TO FLY FREE.

YOU CAN, AND  
WILL, HELP ME IN  
THIS. OTHERWISE,  
YOU MIGHT FIND  
THE ALTERNATIVE...  
UNAPPETIZING.

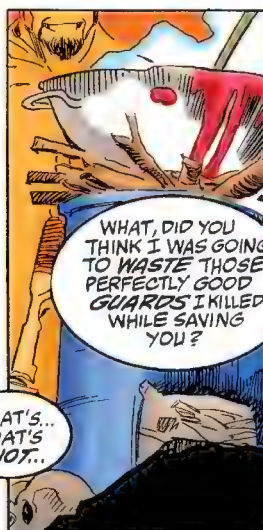
JUST AS  
THOSE  
FELLOWS  
DID.



AW, YOU...  
YOU CAN'T  
BE SERI...

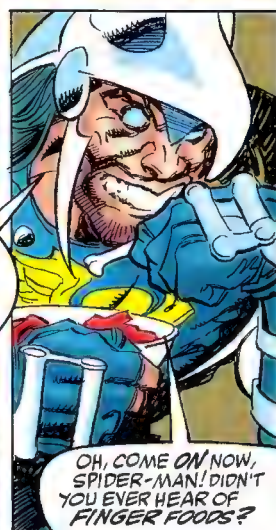


THAT... THAT  
STUFF YOU'VE  
BEEN EATING...



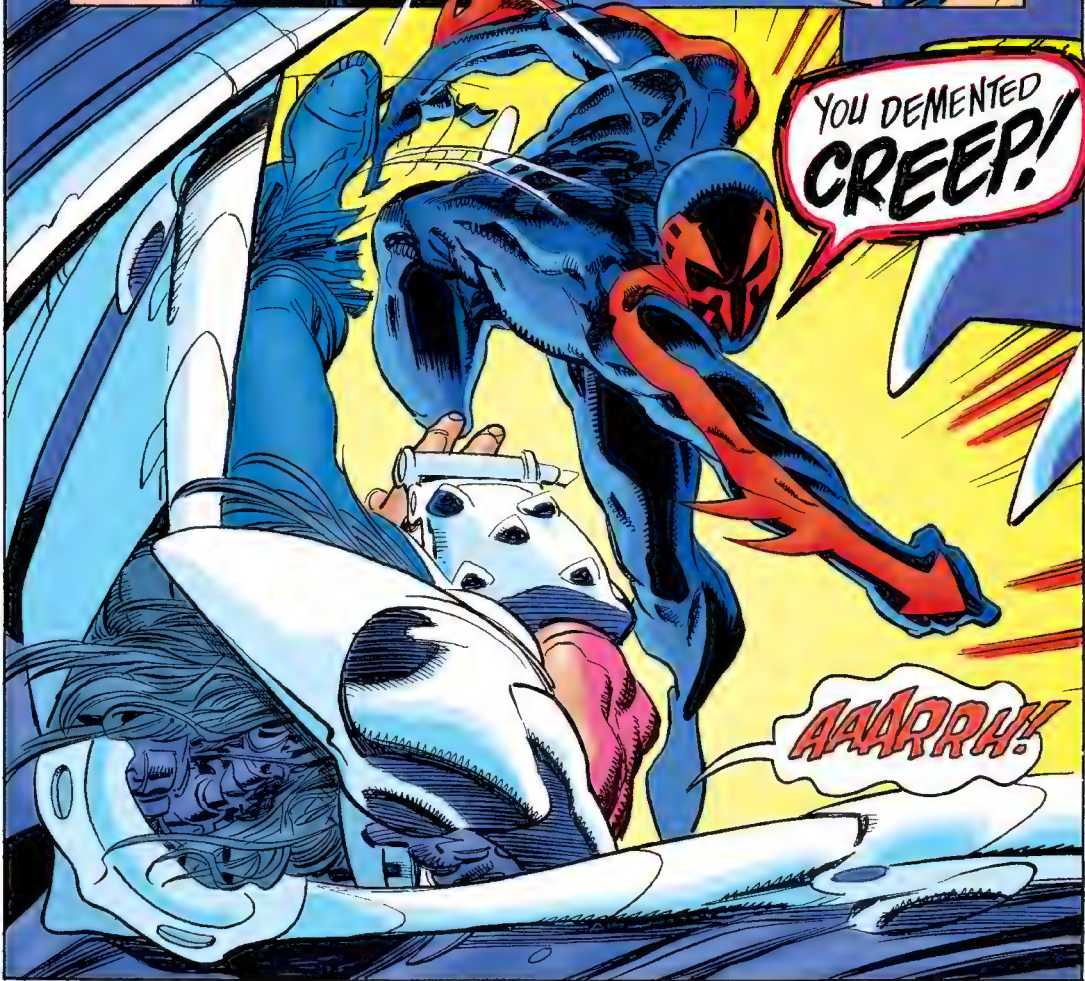
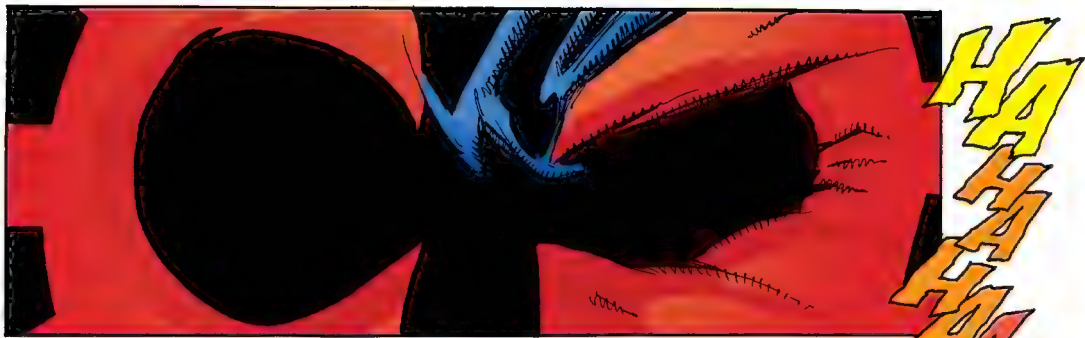
WHAT, DID YOU  
THINK I WAS GOING  
TO WASTE THOSE  
PERFECTLY GOOD  
GUARDS I KILLED  
WHILE SAVING  
YOU?

THAT'S...  
THAT'S  
NOT...



OH, COME ON NOW,  
SPIDER-MAN! DIDN'T  
YOU EVER HEAR OF  
FINGER FOODS?









YOU SICK

PER-  
VER-  
TED

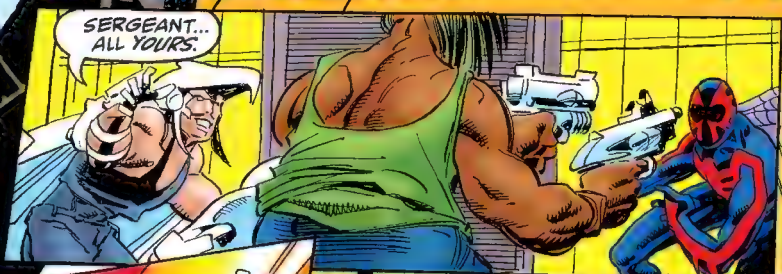
CANNIBALISTIC

MONSTER!

WE ARE... WHAT WE  
MAKE OF OURSELVES,  
S-MAN.

NOW IF I  
WERE YOU,  
WHAT I'D  
MAKE OF  
MYSELF...

...IS SCARCE.

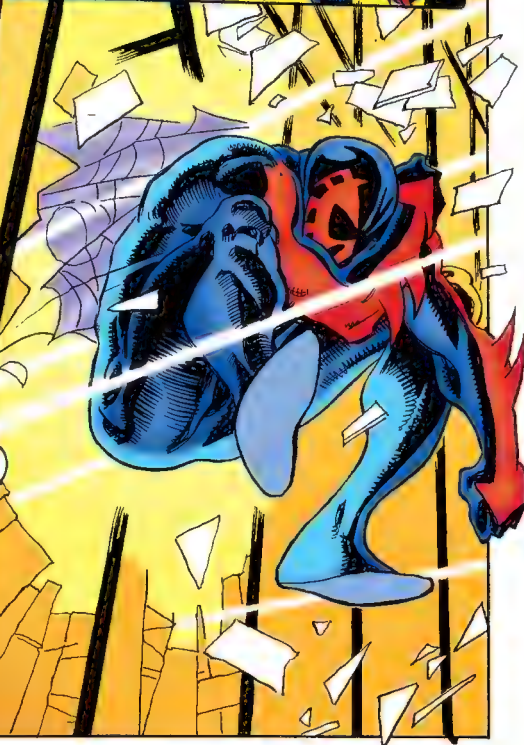


SERGEANT...  
ALL YOURS.



GET  
HIM!

GET HIM  
BACK IN  
HERE!  
NOW!





OH, COME NOW, HIKARU-SAN.

CERTAINLY YOU CAN'T BE BLAMING US FOR THIS MIS-HAP WITH THE SPECIALIST.

I WAS QUITE CLEAR ON THE REASONS WE WANTED TO HIRE HIM. VENTURE WAS OUT OF COMMISSION, AND WE NEEDED SOMEONE QUALIFIED TO BRING IN KASEY NASH.

HOW WERE WE TO KNOW THAT SPIDER-MAN WOULD BECOME INVOLVED?

INDEED, MR. STONE. BUT A STARTLING COINCIDENCE, IS IT NOT?

YOU COULD HAVE HAD YOUR OWN PUBLIC EYE ARREST THIS "NASH." INSTEAD YOU DESIRED THE SERVICES OF STARK-FUJIKAWA.

I WAS CURIOUS ENOUGH AT THE REQUEST TO APPROVE THE LOAN OUT, AND, LO AND BEHOLD... ALONG COMES A SPIDER-MAN.

MY ONLY QUESTION IS YOUR MOTIVES.

MY MOTIVE IS THAT I WANTED THE BEST AVAILABLE.

POSSIBLY. OR PERHAPS YOU ANTICIPATED WE WOULD DEVELOP OUR OWN DIFFICULTIES WITH SPIDER-MAN... AND PERHAPS TAKE HIM OFF YOUR HANDS. OR PERHAPS HE WOULD TAKE US OFF YOUR HANDS. EITHER WAY, ALCHEMAX BENEFITS.

HIKARU-SAN... I'M INSULTED!

OH, REALLY. HOW INSULTED?

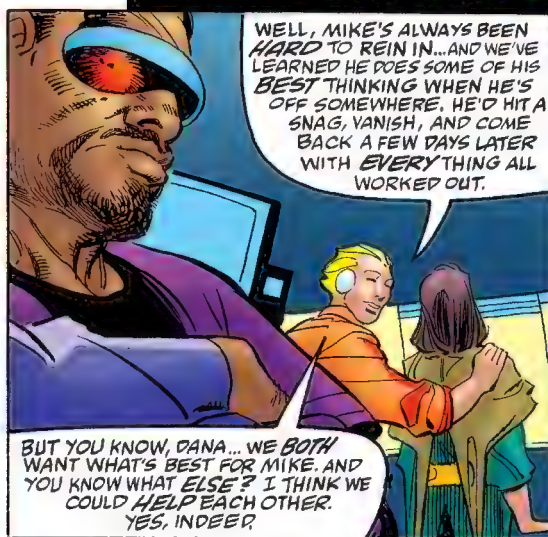
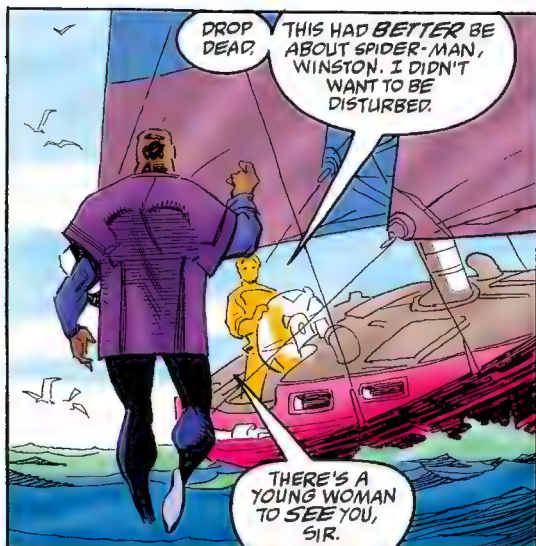
HEHN. VERY AMUSING.

NOT THAT INSULTED, HIKARU-SAN. I WON'T FALL INTO THAT TRAP.

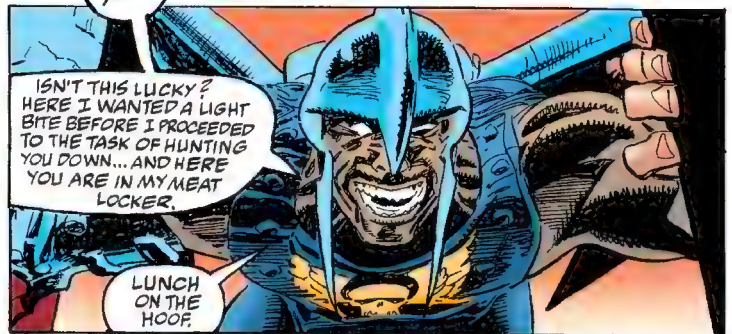
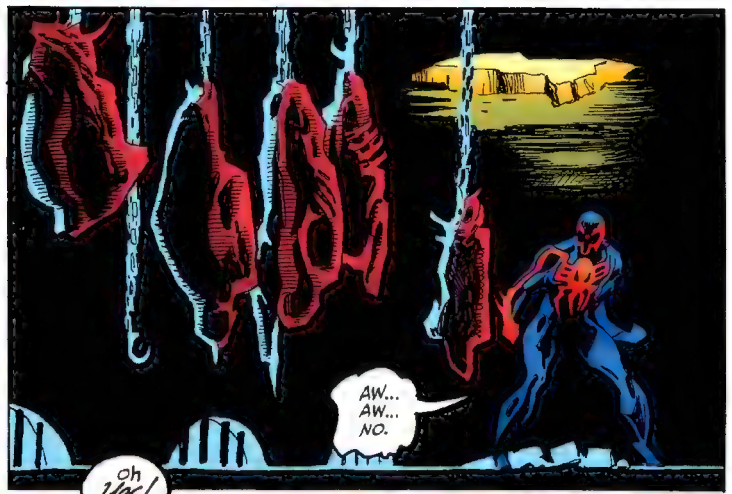
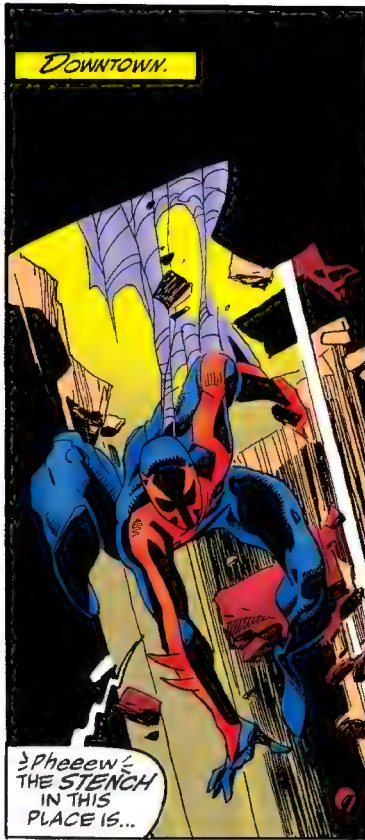
INDEED BUT, WILLING OR NOT, STARK-FUJIKAWA IS NOW IN YOUR ALLEGED "TRAP." IF SPIDER-MAN SHOULD RESURFACE, WE WOULD FEEL OBLIGED TO AVENGE HIS TRANSGRESSIONS AGAINST US. HOWEVER, I WILL NOT FORGET THIS BIT OF MANEUVERING STONE. NO... I WILL NOT.

GOOD-BYE.

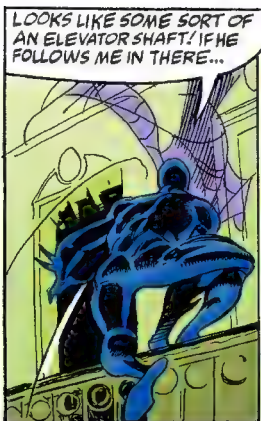




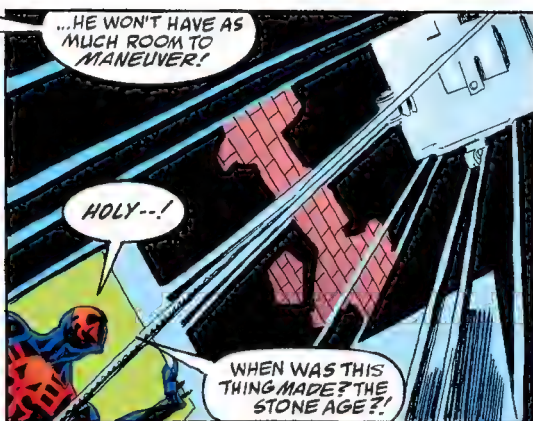








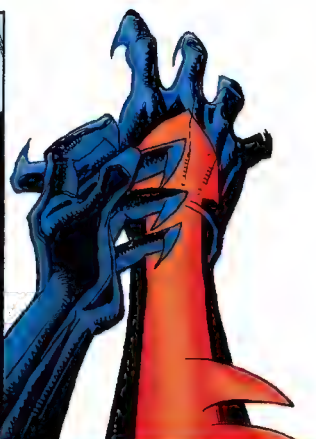
LOOKS LIKE SOME SORT OF AN ELEVATOR SHAFT! IF HE FOLLOWS ME IN THERE...



...HE WON'T HAVE AS MUCH ROOM TO MANEUVER!

HOLY--!

WHEN WAS THIS THING MADE? THE STONE AGE?!



SPIDER-MAN!

YOU KNOW, WE'RE NOT SO FAR OFF. PHILOSOPHICALLY, I MEAN.



YOU'VE OBVIOUSLY GOT A CORPORATE MENTALITY, SO YOU SHOULD UNDERSTAND.

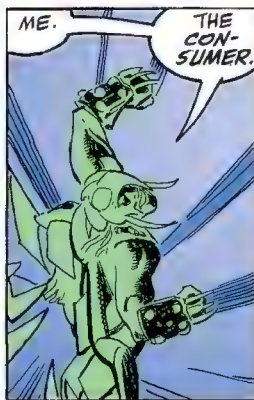
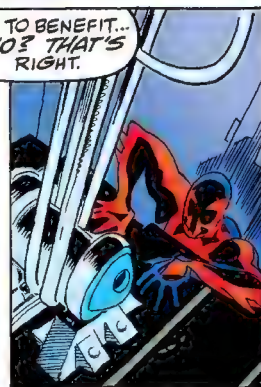
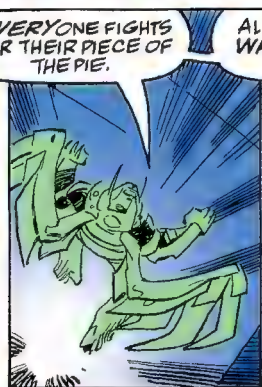


THE LARGER COMPANY DEVOURS THE SMALLER COMPANY. BIG FISH EATS THE LITTLE FISH.



EVERYONE FIGHTS FOR THEIR PIECE OF THE PIE.

ALL TO BENEFIT... WHO? THAT'S RIGHT.

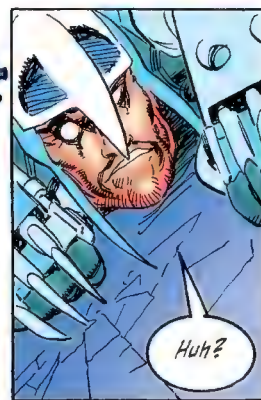


ME.

THE CONSUMER.

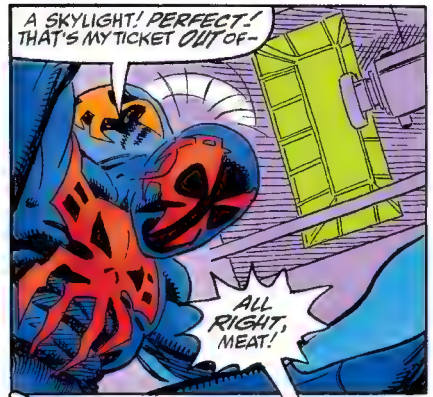
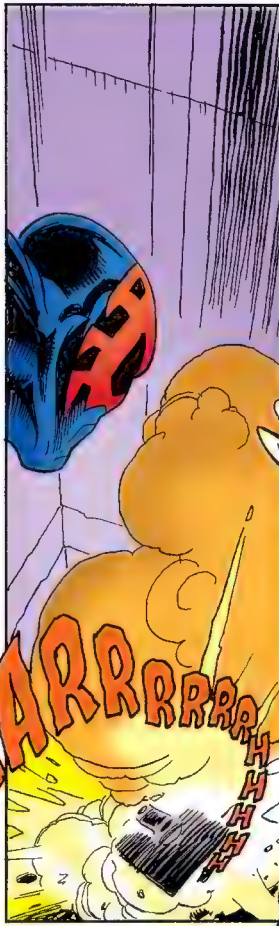


CONSUME THIS, JERKWEED.

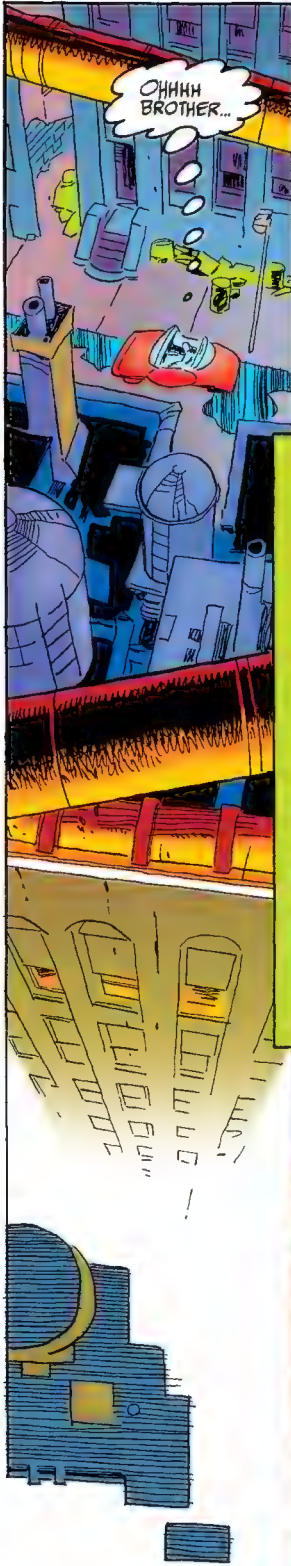


Huh?









I'M POSITIVE  
THIS IS KASEY'S  
PLACE.

I... I  
THINK  
I'M  
POSITIVE.

ALL THE APARTMENT  
HOUSES LOOK ALIKE  
AROUND HERE.

AND THE LONGER I  
SIT HERE WAITING  
FOR HER, THE BETTER  
CHANCE THERE IS OF  
SOME GANG  
FINDING ME.

OHhhh  
BROTHER...

THIS IS  
CRAZY!  
I'M A SITTING  
DUCK!

SOONER  
OR LATER...  
SOONER OR  
LATER, SOME-  
ONE'S GOING  
TO SPRING  
OUT AT ME  
AND CUT  
MY THROAT  
AND--

BOO!

BLAM



NEXT--?





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SPIDER-MAN  
2099

ATTACK OF  
THE FREAKERS






**S**T. PATRICK'S HAS  
SEEN BETTER DAYS.

FATHER JENNIFER, AS IS HER CUSTOM,  
WALKS UP AND DOWN THE AISLES, CHECK-  
ING ON THE WELFARE OF THE CHURCH'S  
DENIZENS.

SHE REMEMBERS, FROM WHEN SHE  
WAS A CHILD, THAT ST PAT'S ONCE  
HAD GENUINE CONGREGANTS  
EVERY DAY... RATHER THAN DERE-  
LICTS AND HOMELESS PEOPLE.

BUT THEY ARE GOD'S  
CHILDREN AS WELL, AND  
DESERVE HIS MERCY.



STILL... SHE PRAYS, AS SHE  
HAS SO MANY TIMES IN THE  
PAST, FATHER JENNIFER PRAYS  
FOR A SIGN...



...A SIGN THAT THINGS  
WILL GET BETTER.



AND THEN SHE  
HEARS IT... THE  
FLAPPING OF GREAT  
WINGS.

FOR ONE GLORIOUS  
MOMENT, SHE DARES  
TO EMBRACE A MIRACLE.  
SHE DARES TO BELIEVE  
HER PRAYERS HAVE  
BEEN ANSWERED.

SHE'S  
RIGHT.

IT JUST WASN'T  
THE ANSWER SHE  
WANTED.

Stan Lee  
PRESENTS:

# "FLIGHT OF FANCY"

PETER  
DAVID  
WRITER  
RICK  
PARKER  
EDITOR  
JOEY  
CAVALIERI  
EDITOR IN CHIEF  
LEONARDI  
TENCIS  
STEVE  
BUCCELLATO  
COLOR  
AL  
WILLIAMSON  
INKS



ELSEWHERE...

NICE  
SHOOTING  
THERE,  
O'HARA.

WELL, YOU SHOULDN'T  
HAVE SNUCK UP BEHIND  
ME AND SCARED ME!  
CRIPES, ALL THAT  
BLOOD...!

WELL, YOU SHOULDN'T HAVE  
HAD A GUN IN THE FIRST  
PLACE! IF YOU WEREN'T  
SUCH A LOUSY SHOT, I'D  
HAVE A BULLET IN MY  
BRAIN INSTEAD OF JUST  
A FLESH WOUND.

HOW WAS A SHOT AT  
YOUR HEAD A THREAT  
TO YOUR BRAIN,  
KASEY?

OH, YOU'RE A  
RIOT, O'HARA.

OWW!  
WATCH  
THAT!

WHERE'D  
YOU  
GET A GUN,  
ANYWAY?

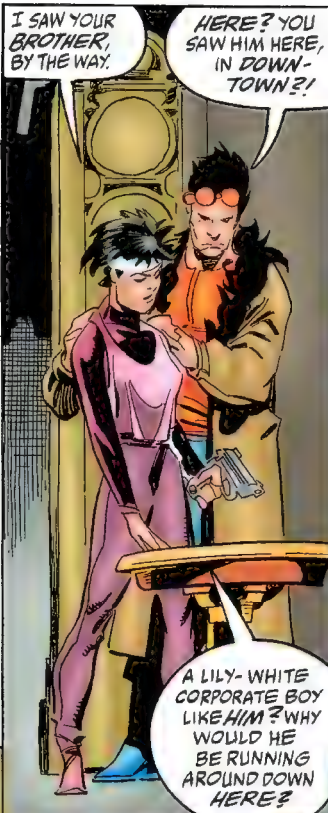
OFF SOME THORITE NUT  
WITH AN ATTITUDE. A  
"FENDERS" OR SOME-  
THING.

A  
FENRIS?  
YOU TOOK A  
GUN OFF A  
FENRIS?!  
WOW.

OKAY,  
O'HARA. I'M  
OFFICIALLY  
IMPRESSED.

YEAH,  
WELL...ahem...I  
HAVE BEEN KNOWN TO  
HANDLE MYSELF PRETTY  
WELL IN A FIGHT.





I SAW YOUR BROTHER, BY THE WAY.

HERE? YOU SAW HIM HERE, IN DOWN-TOWN?!

A LILY-WHITE CORPORATE BOY LIKE HIM? WHY WOULD HE BE RUNNING AROUND DOWN HERE?

THERE'S SOMETHING WE GOTTA TAKE CARE OF.



NO... NO, OF COURSE NOT. MIGGY WOULDN'T BE.

NO, IT WAS DURING ALCHE-MAX'S ATTEMPT TO USE ME FOR A GUINEA PIG. I'LL TELL YOU ABOUT IT SOMETIME...

BUT FIRST, WHY DON'T YOU TELL ME WHAT THE SHOCK YOU'RE DOING DOWN HERE?

WELL... uh...

**BAM BAM**



KASE! IT'S RAFF! OPEN UP!

IT'LL HAVE TO WAIT, GABE. I TOLD SOME FRIENDS TO MEET ME HERE.



I'M WARNIN' YA... THEY'RE KIND'A SCRUFFY.

THEN AGAIN, SOMEONE WHO DISARMS FENRIS WOLVES SHOULDN'T BE FAZED BY MY CREW.



Uh...

SHOCK, NO.





HERE TO OFFER SOME FINAL PRAYERS, SPIDER-MAN? HAVEN'T YOU HEARD...?

THERE'S NO GOD ANYMORE. ALCHEMAX BOUGHT OUT THE FRANCHISE AND FIRED HIM.

GET OUT! DEAR LORD THIS IS A HOLY PLACE!

OH, PERFECT. NOW I'M DESECRATING A CHURCH.

BAD ENOUGH I'M A LAPSED CATHOLIC. NOW I GET TO BURN AS WELL.

GET OUTTTTTT!

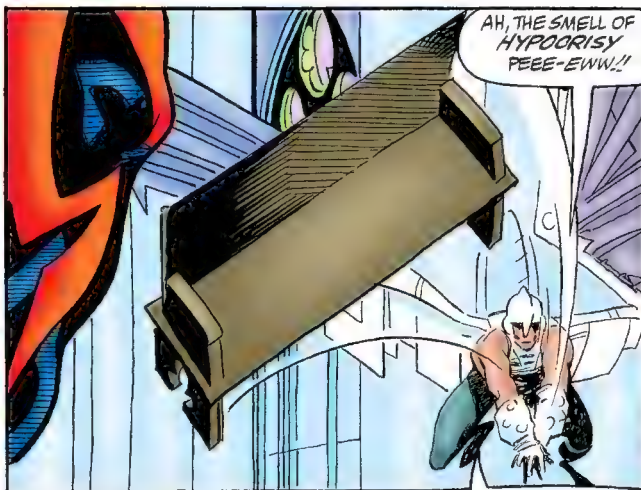






I'M DOING THE BEST I CAN, FATHER!

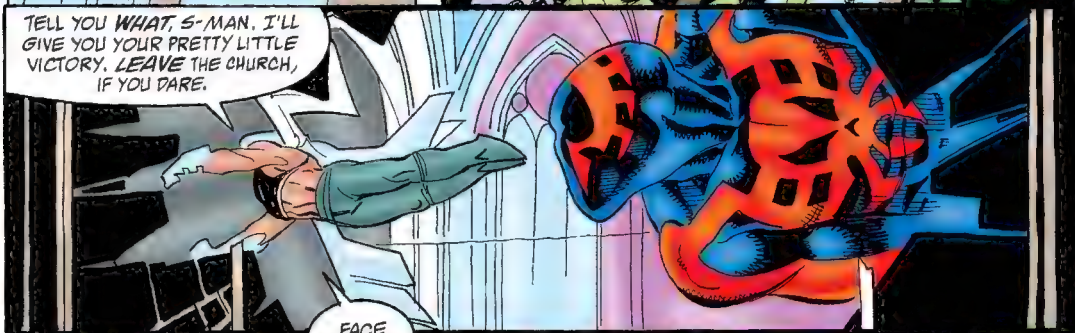
MY MY...YOU SOUND UPSET. HAVE WE FINALLY FOUND SOMETHING YOUR LITTLE HEART BEATS FOR BESIDES YOUR BELOVED CORPS?



AH, THE SMELL OF HYPOCRISY PEE-EWW!!

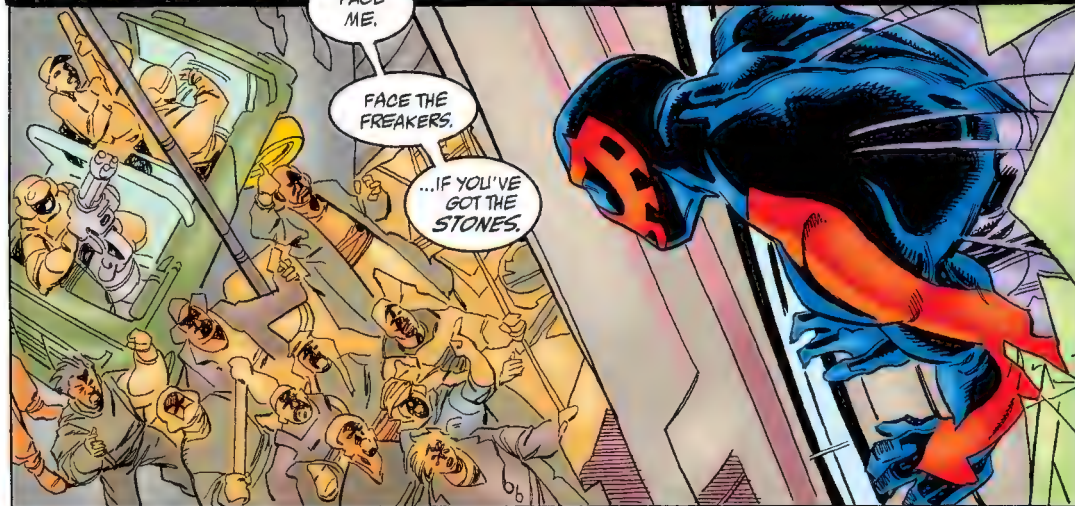


I'LL TAKE THE HONEST STENCH OF ROTTING MEAT ANY DAY.



TELL YOU WHAT, S-MAN. I'LL GIVE YOU YOUR PRETTY LITTLE VICTORY. LEAVE THE CHURCH, IF YOU DARE.

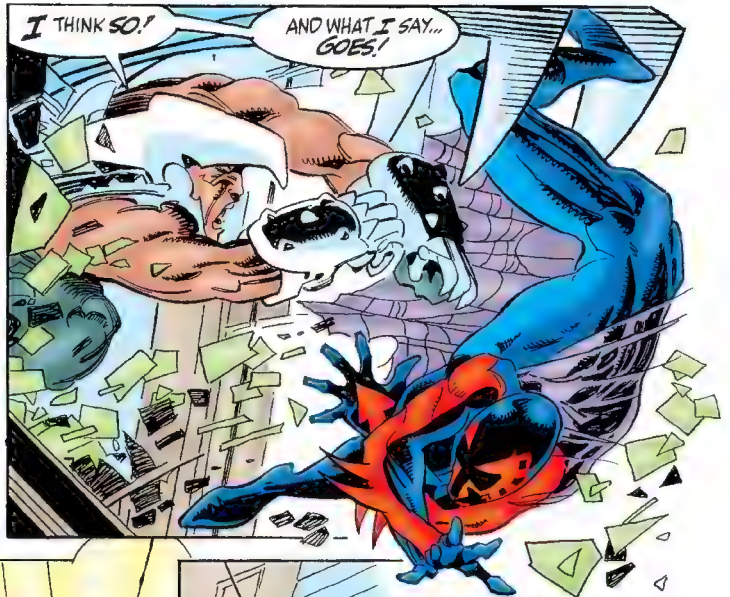
FACE ME.



FACE THE FREAKERS.

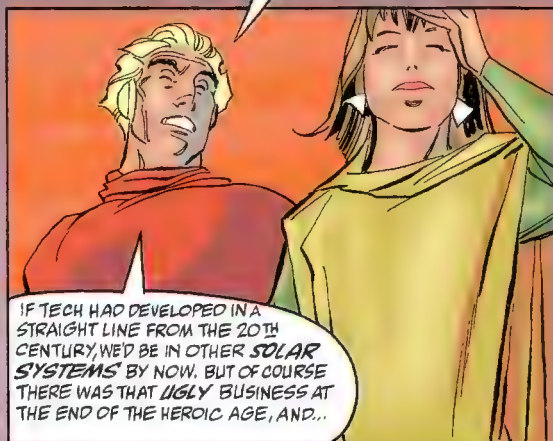
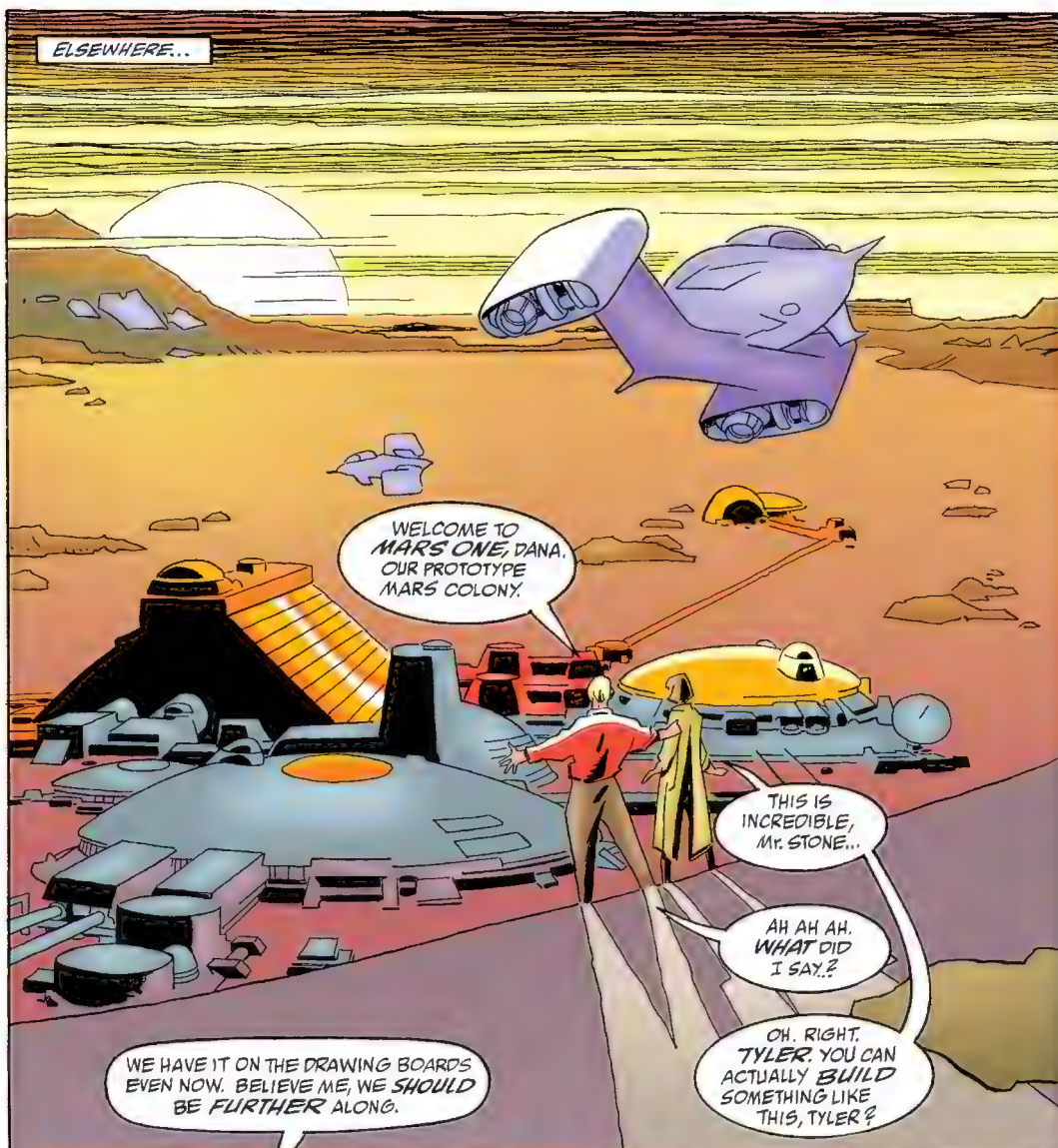
...IF YOU'VE GOT THE STONES.







ELSEWHERE...







ATLANTIS,  
A DIVISION OF  
ALCHEMAX,  
OF COURSE.

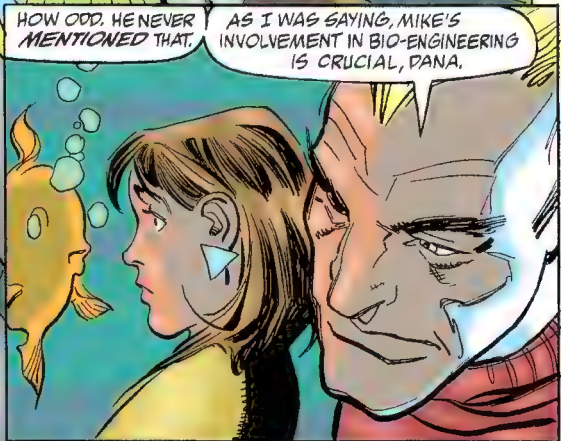
THE RECLAMATION  
PROJECT IS WELL UNDER  
WAY, WE ANTICIPATE ATLANTIS  
BEING A *MAJOR*  
TOURIST ATTRACTION IN  
ANOTHER DECADE OR  
SO.

AND THIS IS THE  
SORT OF THING  
MIGUEL IS  
INVOLVED  
WITH?



THAT'S RIGHT, MIKE'S  
INVOLVEMENT IN--

YOU KNOW... HE *HATES*  
THAT YOU CALL HIM "MIKE."



HOW ODD. HE NEVER  
MENTIONED THAT.

AS I WAS SAYING, MIKE'S  
INVOLVEMENT IN BIO-ENGINEERING  
IS CRUCIAL, PANA.



THIS COUNTRY IS SPLINTERED. A MASSIVE **POWER** STRUGGLE'S GOING ON, AND **ACHEMAX** MUST **WIN** THE BATTLE IF WE HAVE ANY HOPE OF LEADING MANKIND INTO THE 22nd CENTURY.

THE CORPORATE RAIDER PROGRAM IS DESIGNED TO DEFEND OURSELVES AGAINST THE MORE **BELLIGERENT** INDEPENDENT OPERATORS. BUT THAT'S NOT **ALL** WE WANT THEM FOR, AS SOME BELIEVE. NO, THE MORE IMPORTANT PURPOSE IS FOR **THAT** PROGRAM TO EVOLVE INTO **THIS**...

BIO-ENGINEERED WORKERS, CORPORATE **PIONEERS**, SURVIVING ANYWHERE FROM AIRLESS SPACE TO CRUSHING OCEAN DEPTHS.

THE WAVE OF THE FUTURE, AND... **MIGUEL**... CAN BE ONE OF THE KEY PLAYERS TO MAKE THAT HAPPEN.

BUT HE WAS SO **UNHAPPY**.

AND WE WANT TO **RECTIFY** THAT.



Hmmmm. YOU'RE AN ASSISTANT IN THE NEW MARKET AGRO DEPARTMENT AT SYNTHIA EAST, AREN'T YOU?

WHY... YES.

DEVELOPING RESOURCES SO FOOD CAN BE GROWN IN HOSTILE ENVIRONMENTS IS GOING TO BE **MAJOR**, DANA. THIS OPENS A BRAVE NEW WORLD FOR SYNTHIA.

I'M SAYING THAT IF THE PROJECTS GO FORWARD, WE CAN ALL BENEFIT. BUT IF THINGS GO **WRONG** WE'RE LEFT WITH...

NOTHING.

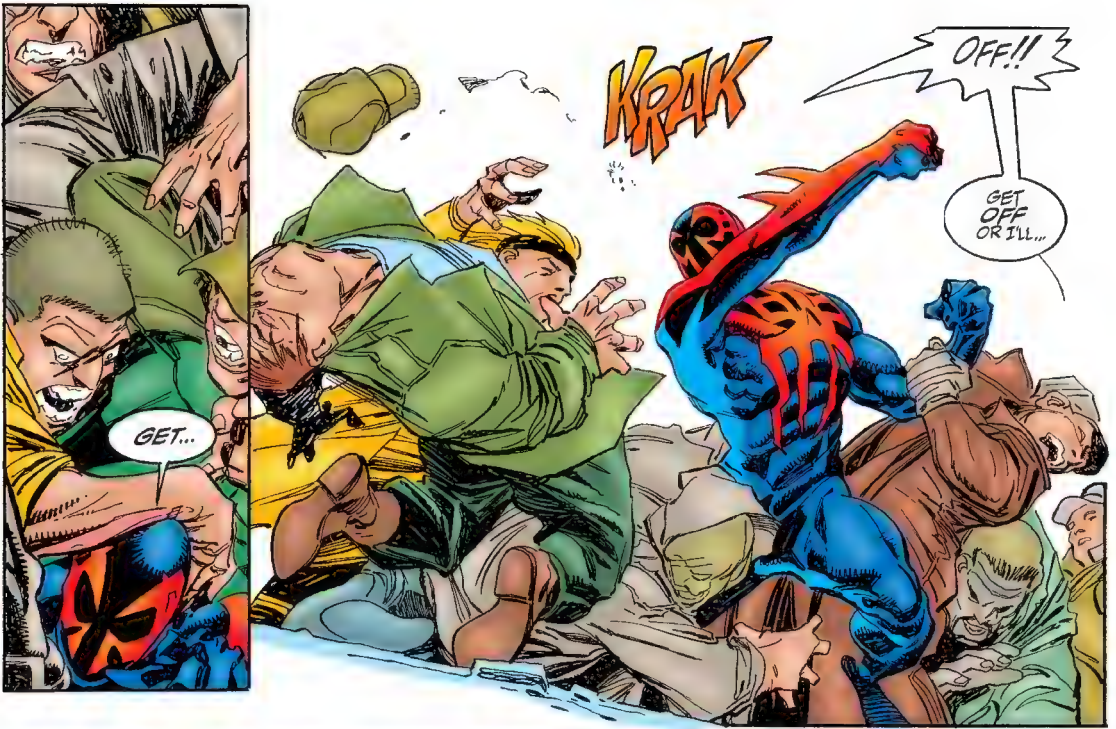
THAT'S ALL I'M SAYING.

AND THERE WILL BE OPPORTUNITIES FOR ACCOUNT EXECS ATTACHED TO THE PROJECT. SMART EXECS... LIKE **YOU**, DANA. I KNOW PEOPLE AT SYNTHIA, AND...

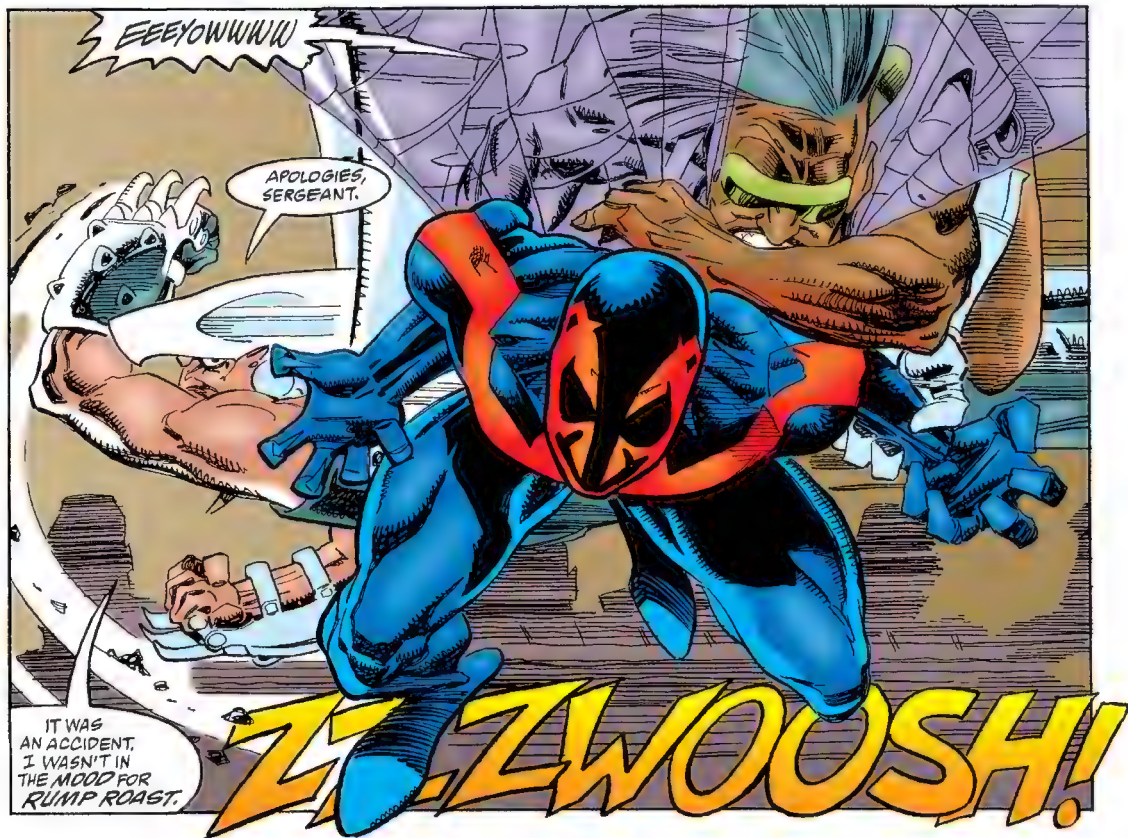
WHAT ARE YOU **SAYING**, MR. STONE?



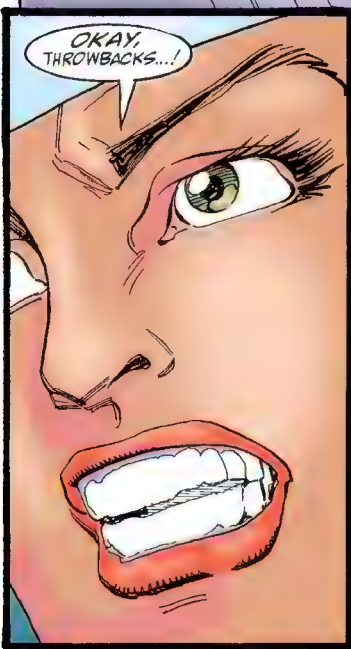
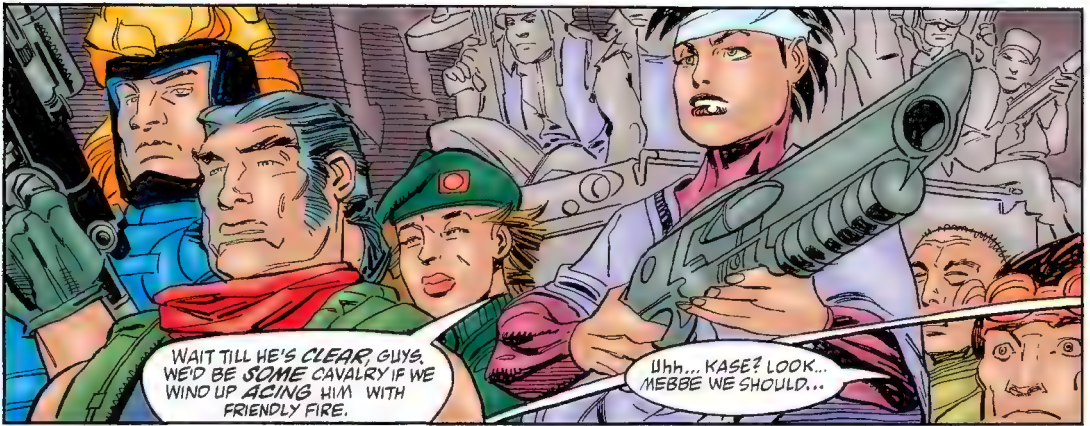
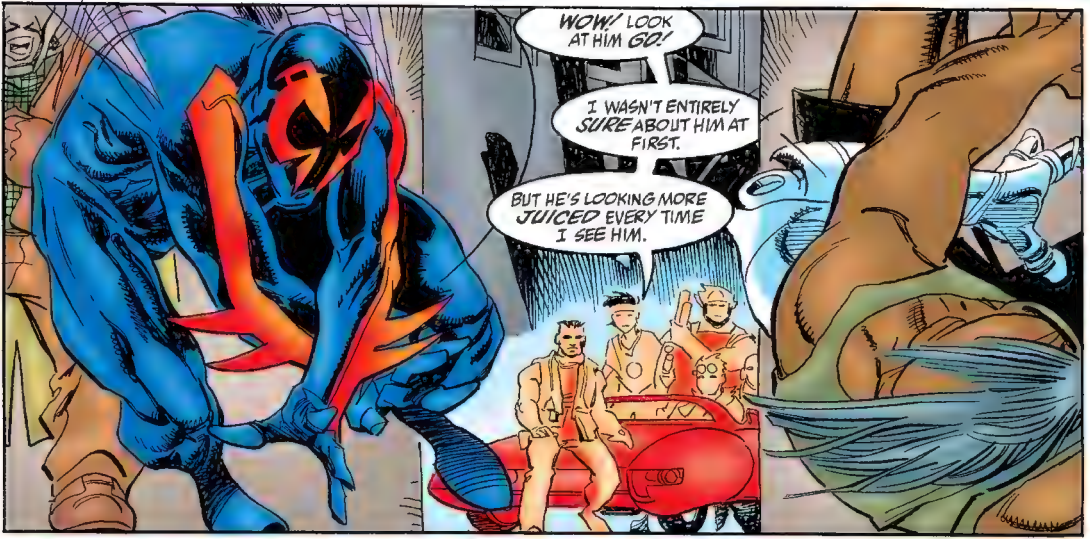
















AKKKKKHHH!

Huh?



GAWD, MY HEAD IS SPLITTING!  
O'HARA! WATCH WHERE  
YOU'RE GOING!

THAT'S KASEY!  
SHE CALLED ME  
"O'HARA"! SHE  
KNOWS I'M...

NO... WAIT!  
IS THAT--

GABE?!



OKAY, S-MAN! YOU  
SOFTENED 'EM UP FOR  
US! WE GOT 'EM UNDER  
CONTROL! TAKE OFF!!

DIDN'T YOU  
HEAR HER, MAN?  
MOVE IT!



BUT I CAN'T RUN  
OFF AND LEAVE GABE  
TO...

Ohhh, GREAT.  
HERE COMES  
MR. CUISINE.

WITH HIS  
SPEED AND  
CLAWS, HE'LL  
RIP KASEY'S  
PEOPLE TO  
PIECES.



UNLESS I  
CAN DRAW HIM  
AWAY.





O'HARA!  
WHAT'RE YOU  
DOING? YOU'RE  
BACKING THE  
CAR UP!

I KNOW!  
I... I JUST DON'T  
WANT TO SEE YOU  
GET HURT!

ME? WHAT  
ABOUT GUYS LIKE  
SPIDER-MAN?

RISKING HIS NECK JUST TO  
HELP PEOPLE. NO ALLIES.  
NO WEAPONS. JUST GUTS,  
STRENGTH, SOME WEIRD  
POWERS...

AND THE TIGHTEST  
LITTLE BUTT I'VE EVER  
SEEN.

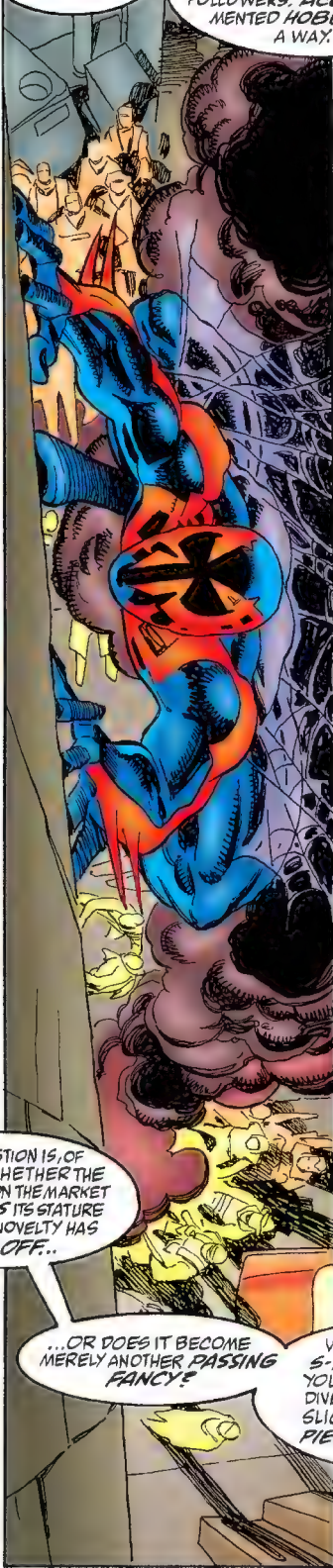




YOU SEEM TO HAVE ACQUIRED SOME ENTHUSIASTS, SPIDER-MAN.



I CAN'T SAY I'M SURPRISED.



ANYTHING THAT'S DIFFERENT, NOVEL, IS CERTAIN TO DRAW FOLLOWERS. ACOLYTES, DEMENTED HOBBYISTS, IN A WAY.

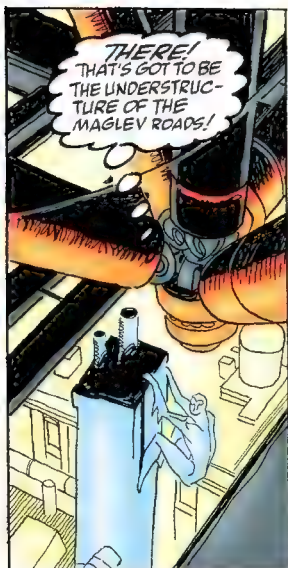


THE QUESTION IS, OF COURSE, WHETHER THE NEW ITEM ON THE MARKET MAINTAINS ITS STATURE ONCE THE NOVELTY HAS WORN OFF...

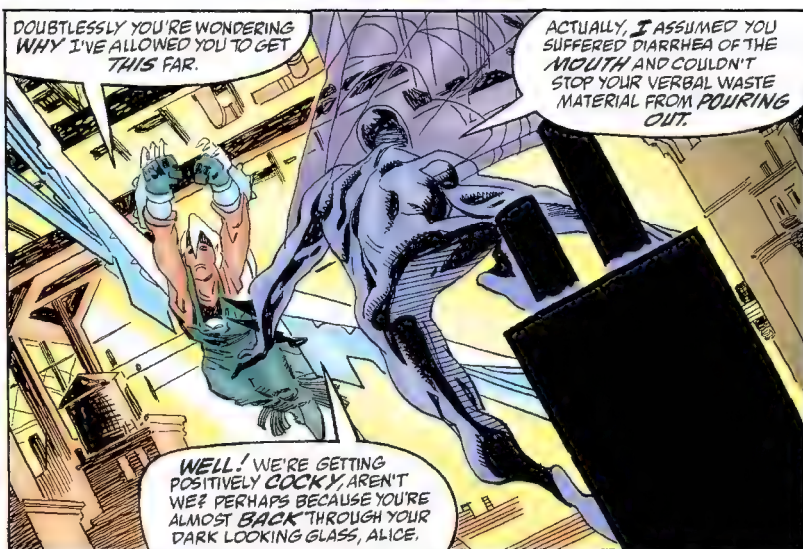
...OR DOES IT BECOME MERELY ANOTHER PASSING FANCY?

WHICH WILL YOU BE, S-MAN? Hmmm? WILL YOU BE A MOMENTARY DIVERSION? OR WILL YOU SLICE YOURSELF OUT A PIECE OF THE MARKET SHARE PIE?

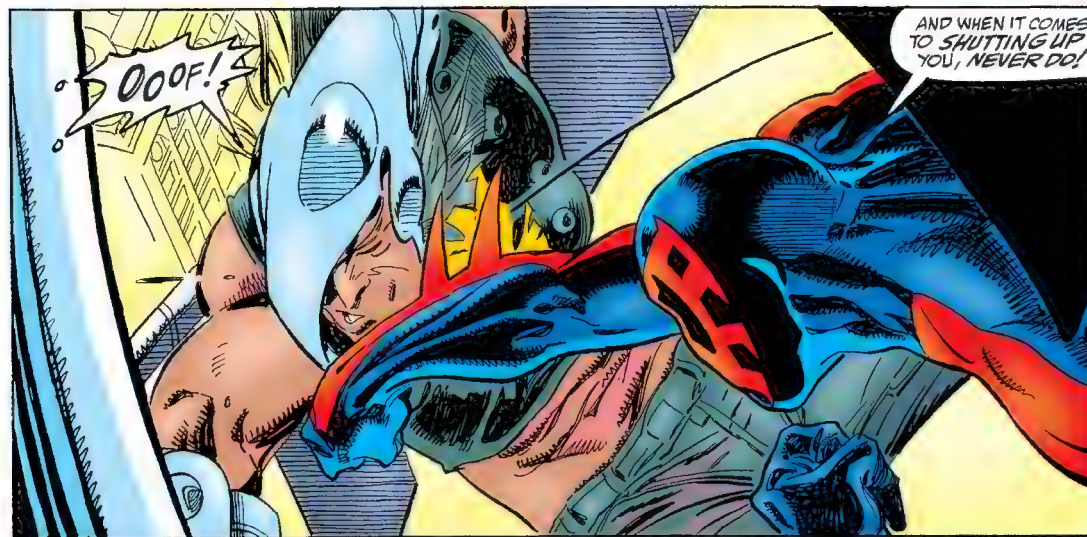
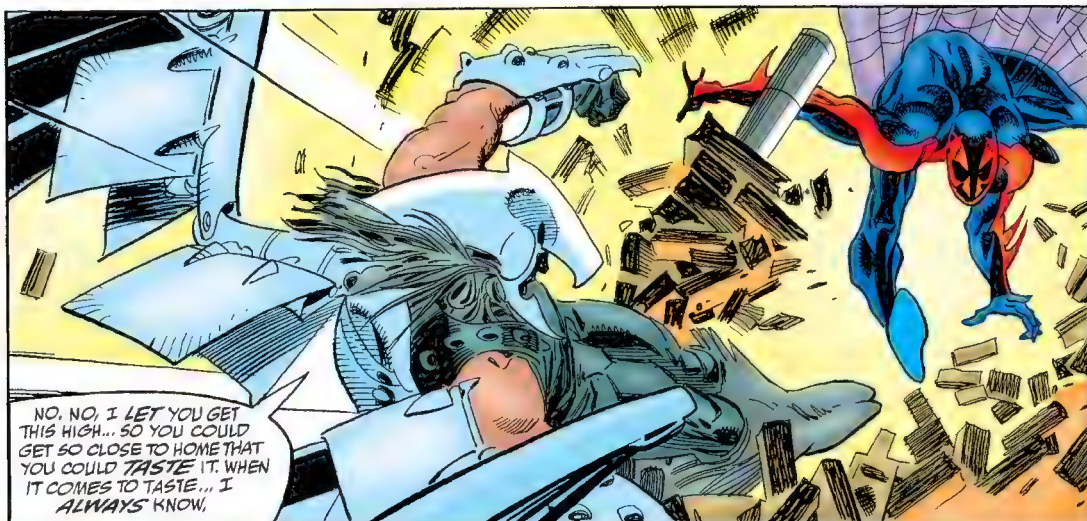




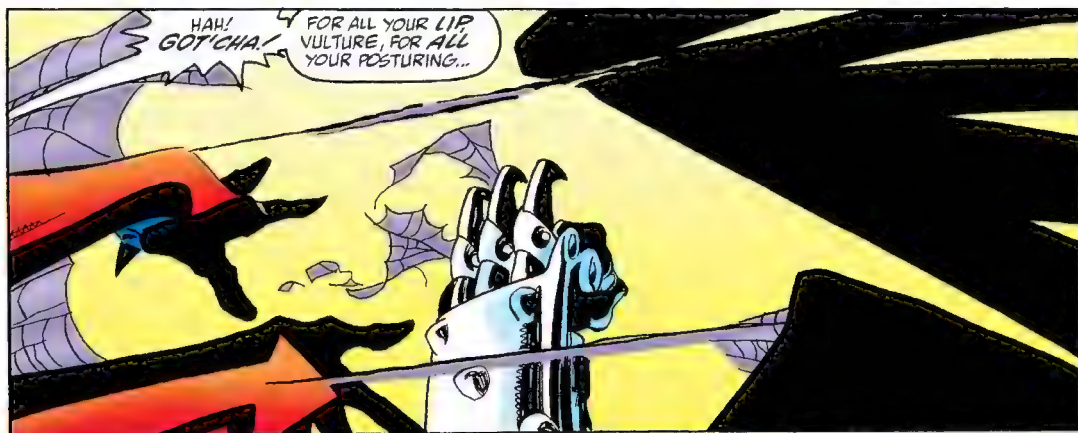
DOUBTLESSLY YOU'RE WONDERING  
WHY I'VE ALLOWED YOU TO GET  
THIS FAR.



WELL! WE'RE GETTING  
POSITIVELY COCKY, AREN'T  
WE? PERHAPS BECAUSE YOU'RE  
ALMOST BACK THROUGH YOUR  
DARK LOOKING GLASS, ALICE.







HAA!  
GOT'CHA!

FOR ALL YOUR LIP  
VULTURE, FOR ALL  
YOUR POSTURING...

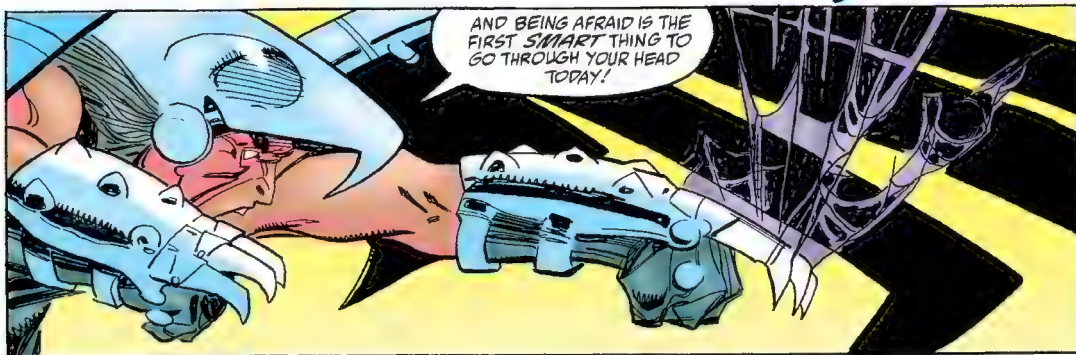


...REMEMBER THAT  
RIGHT NOW, YOU'RE  
HELPLESS, AND I  
COULD GUT YOU  
FROM CROTCH TO  
STERNUM IF I  
FELT LIKE IT.

NOT  
SO HIGH  
AND  
MIGHTY  
NOW,  
HUH?

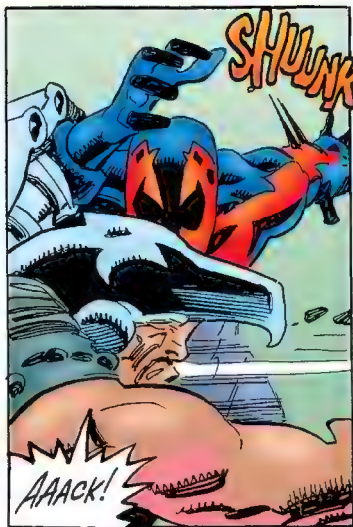
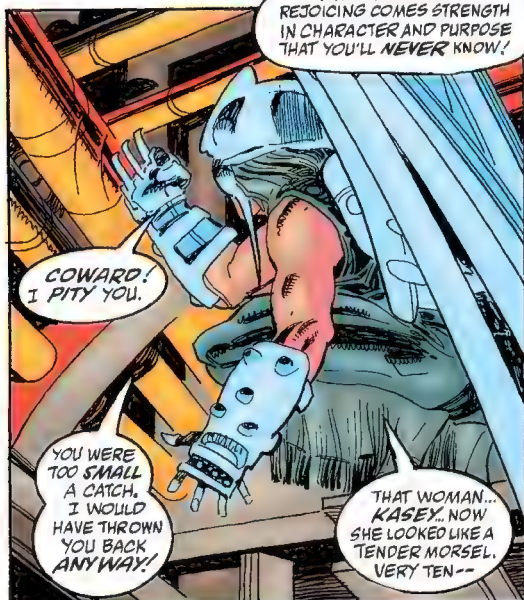


YOU'RE JUST AFRAID  
TO GET NEAR ME!

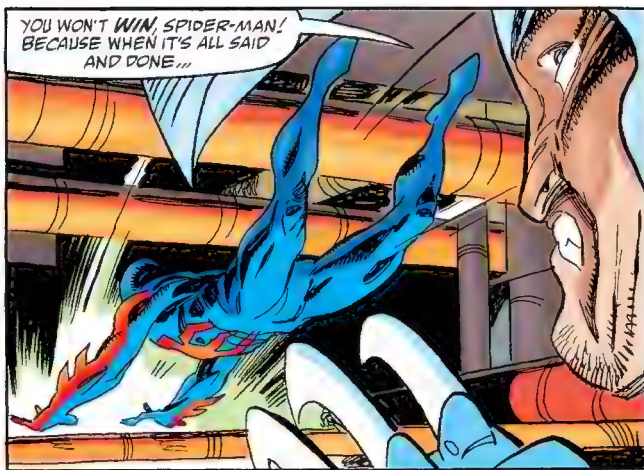


AND BEING AFRAID IS THE  
FIRST *SMART* THING TO  
GO THROUGH YOUR HEAD  
TODAY!

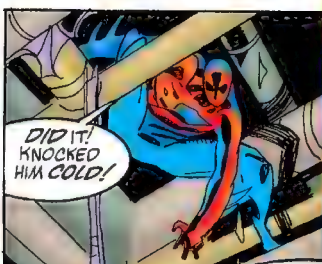








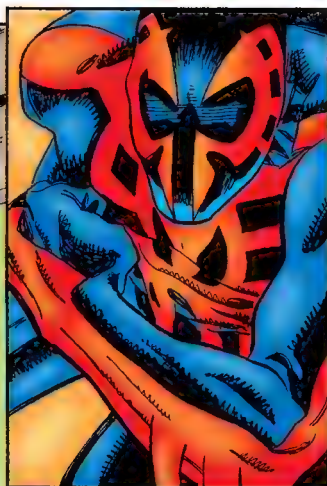




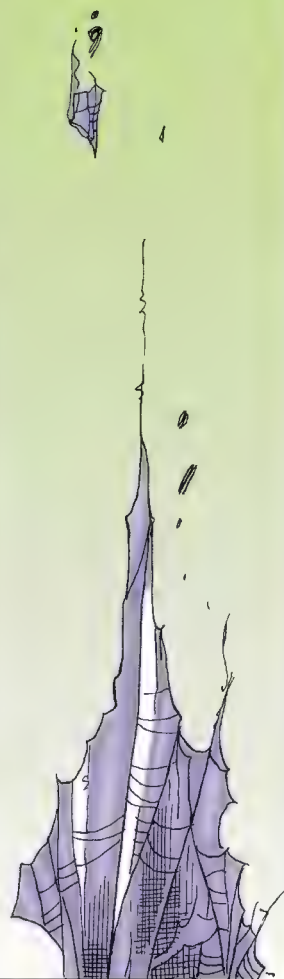
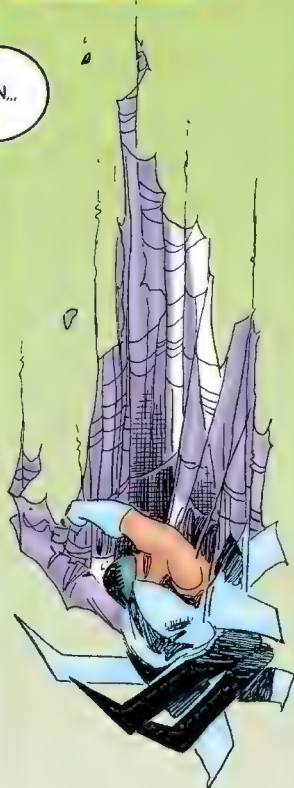
DID IT!  
KNOCKED  
HIM COLD!



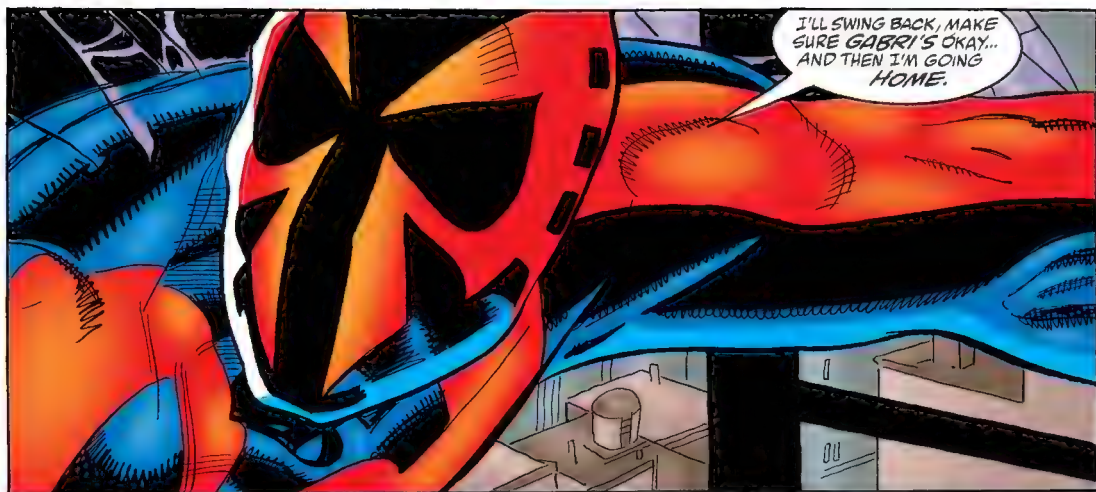
NOW I JUST SNAG  
HIM WITH MY WEBBING  
BEFORE HE WINDS UP  
A BLOODY SMEAR ON...



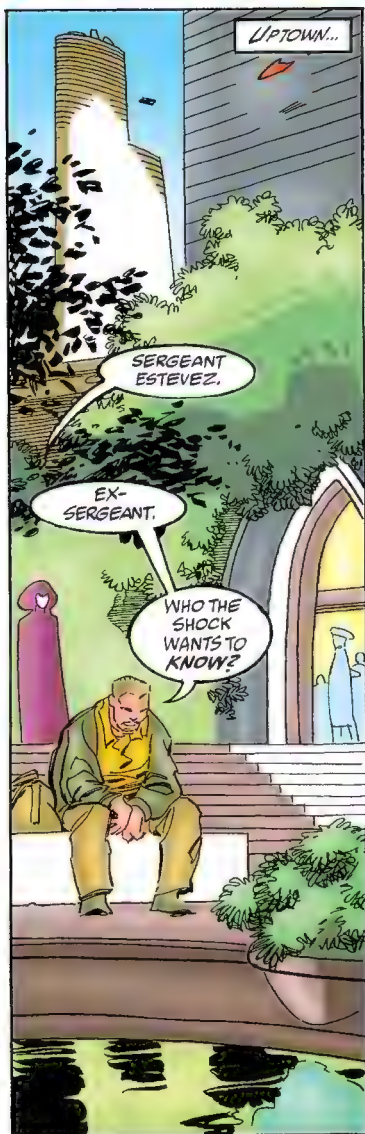
...ON...







I'LL SWING BACK, MAKE SURE GABRI'S OKAY... AND THEN I'M GOING HOME.

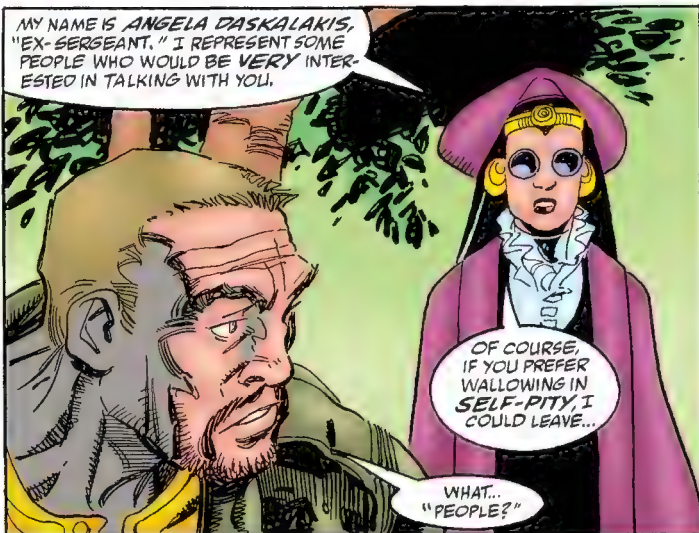


UPTOWN...

SERGEANT ESTEVEZ.

EX-SERGEANT.

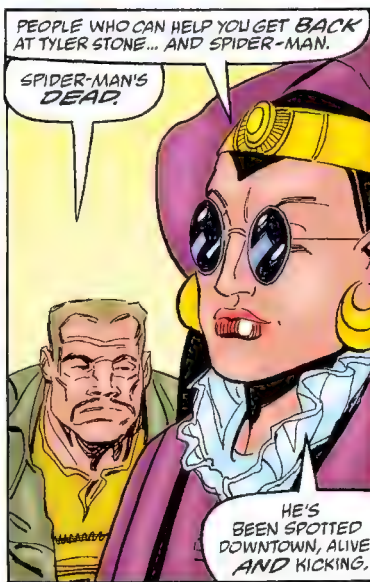
WHO THE SHOCK WANTS TO KNOW?



MY NAME IS ANGELA DASKALAKIS, "EX-SERGEANT." I REPRESENT SOME PEOPLE WHO WOULD BE VERY INTERESTED IN TALKING WITH YOU.

OF COURSE, IF YOU PREFER WALLOWING IN SELF-PITY, I COULD LEAVE...

WHAT... "PEOPLE?"



PEOPLE WHO CAN HELP YOU GET BACK AT TYLER STONE... AND SPIDER-MAN.

SPIDER-MAN'S DEAD.

HE'S BEEN SPOTTED DOWNTOWN, ALIVE AND KICKING.

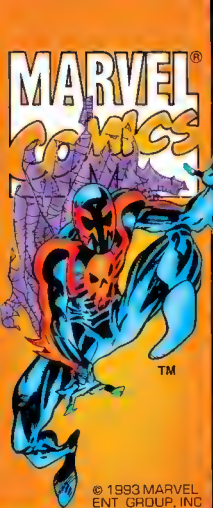


I TAKE IT YOU'RE INTERESTED?

INTERESTED? LADY...

...YOU MIGHT BE THE ANSWER TO MY PRAYERS.





**EVERYBODY WANTS TO BE**

# SPIDER-MAN 2099

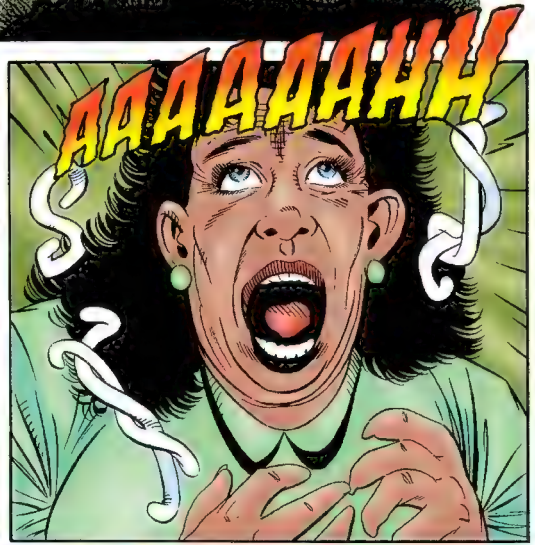
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COMICS  
CODE  
AUTHORITY



KELLEY SOLES  
MARK MCKENNA  
-93







Stan Lee  
PRESENTS:

# HOME AGAIN HOME AGAIN

I MADE IT!  
I'M BACK UPTOWN  
AGAIN! I'M--

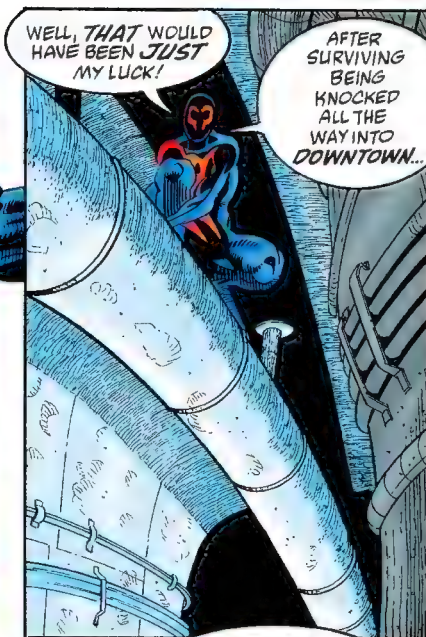
--HOME?

Uh-oh.

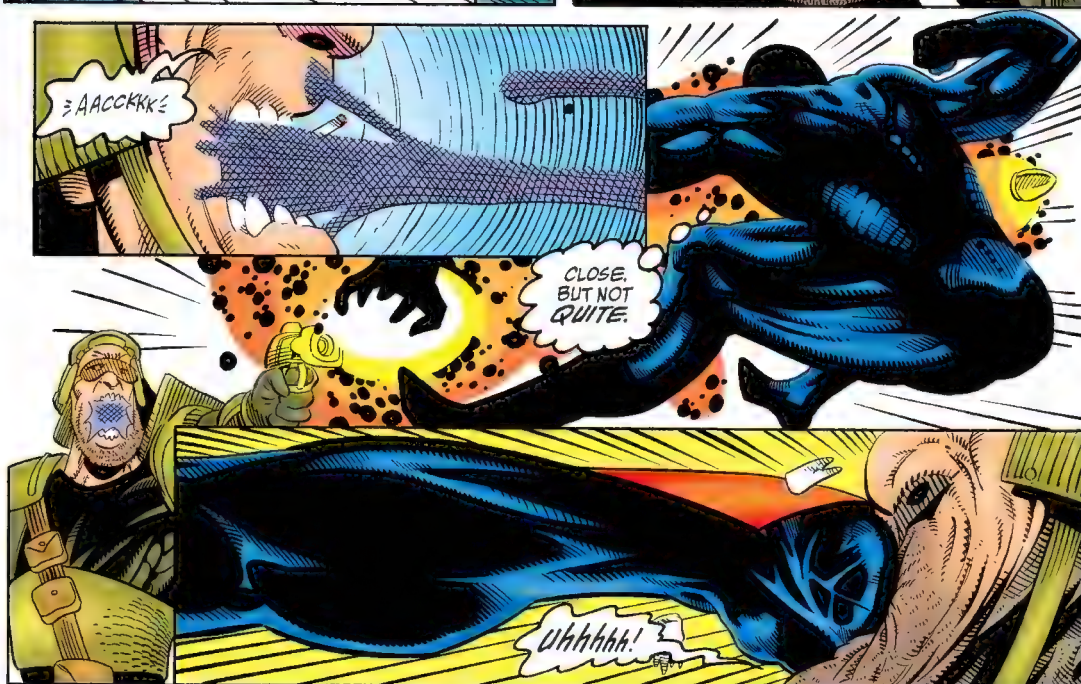
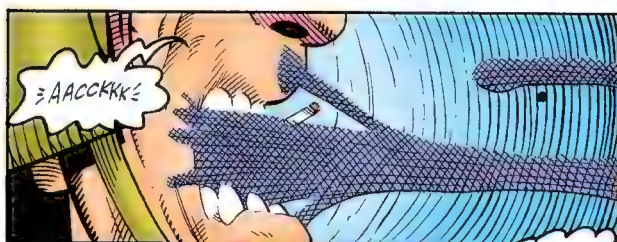
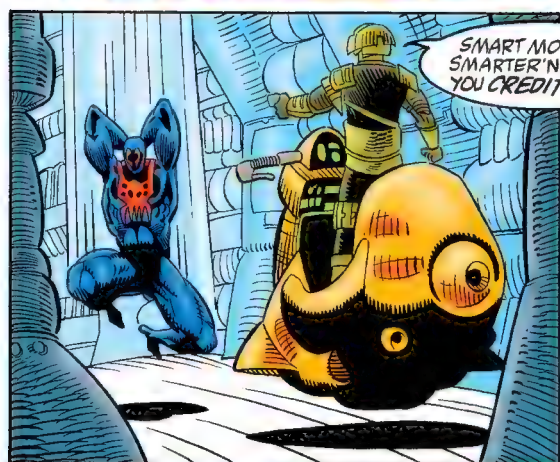
HEY!  
WATCH OUT,  
YOU NUT!

**PETER DAVID**  
GREAT WRITER  
**KELLEY JONES**  
GUEST PENCILER  
**MARK MCKENNA**  
GUEST INKER  
**RICK PARKER**  
LETTERING  
**STEVE BUCELLATO**  
COLORIST  
**JOEY CAVALIERI**  
EDITOR  
**TOM DEFALCO**  
CHIEF

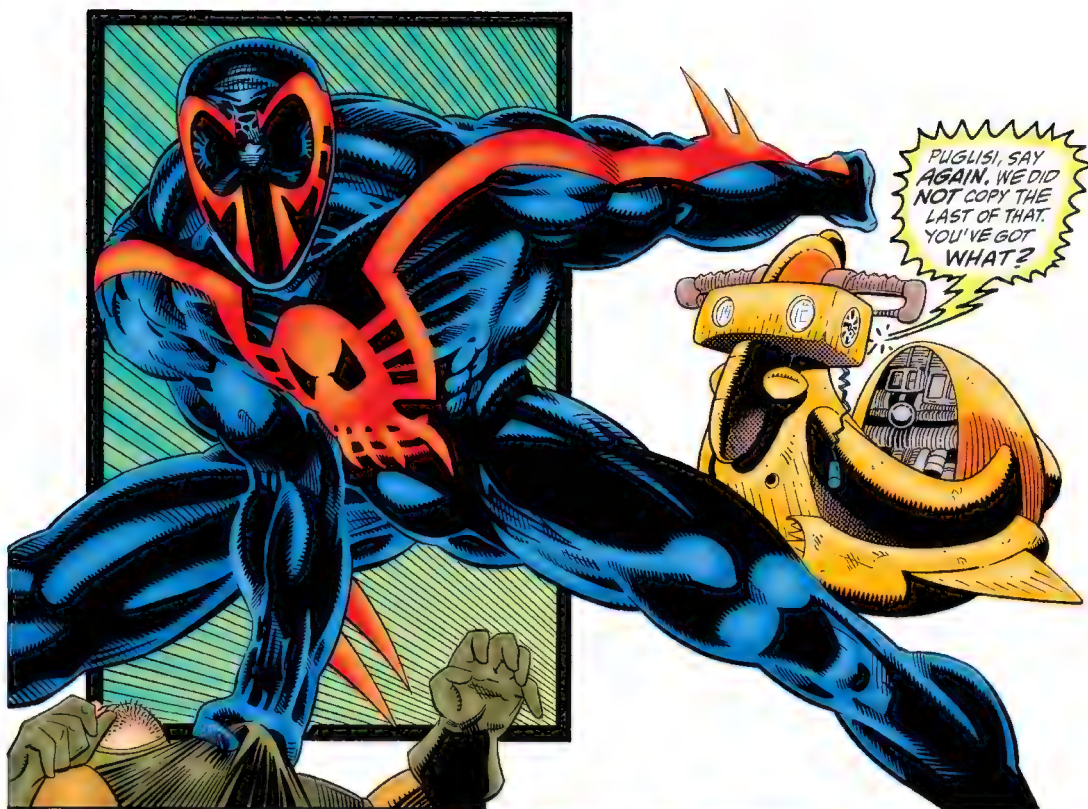




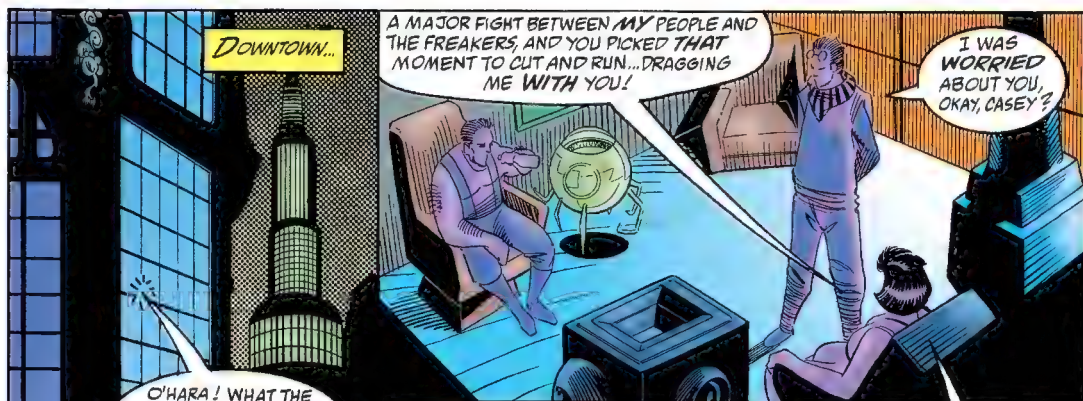












Downtown...

A MAJOR FIGHT BETWEEN MY PEOPLE AND THE FREAKERS, AND YOU PICKED THAT MOMENT TO CUT AND RUN...DRAGGING ME WITH YOU!

I WAS WORRIED ABOUT YOU, OKAY, CASEY?

O'HARA! WHAT THE SHOCK DID YOU THINK YOU WERE DOING? HUH? WERE YOU THINKING?!



NO, IT'S NOT OKAY! I CAN TAKE CARE OF MYSELF!

I REALLY WONDER ABOUT YOU, O'HARA. I MEAN, SOMETIMES YOU SHOW THAT YOU'VE GOT REAL POTENTIAL.



BUT OTHER TIMES... I DUNNO. MAYBE YOU TAKE MORE AFTER YOUR SNOT BROTHER, MIGUEL, THAN I THOUGHT YOU DID.

YOU SHOULD'VE SEEN HIM WHEN I WAS ESCAPING FROM ALOHEMAX. HE WAS EVERYTHING YOU SAID HE WAS...

ARROGANT, CONDESCENDING, SMUG. CARED ONLY ABOUT HIMSELF.



WELL, Y'KNOW... MAYBE HE'S NOT AS BAD AS ALL THAT.



WHAT, NOW YOU'RE DEFENDING HIM? WHAT IS IT WITH YOU TODAY, O'HARA?



YOU KNOW WHO I WAS IMPRESSED BY THAT SPIDER-GUY.

I CAUGHT A BIT OF IT WHEN HE WAS SLUGGING IT OUT WITH THE FREAKERS, AND THEN WHEN HE WAS TAKING ON THE VULTURE BEFORE THEY GOT OUT OF SIGHT.

NOW THERE'S A GUY WITH JUICE.

YEAH, YOU'RE NOT KIDDIN', RAFF.

IT'S TAKEN A WHILE FOR IT TO SINK IN ON ME THAT HE GOT INTO ALL THIS BECAUSE HE RISKED HIS LIFE FOR ME...

...ME, A TOTAL STRANGER. HE'S A GENUINE CLASS ACT. BRAVE, GUTSY.

MAN, IF WE HAD HIM AS PART OF THE THROWBACKS, WE COULD ROCK THIS TOWN. AND I GOTTA ADMIT, I JUST LOVE A MAN IN BLACK.

ESPECIALLY WHEN HE HAS THE TIGHTEST LITTLE...

Uh...

OH, O'HARA, WIPE THAT SCOWL OFF YOUR FACE.

DON'T FEEL THREATENED BY SOME HARMLESS FANTASIZING.

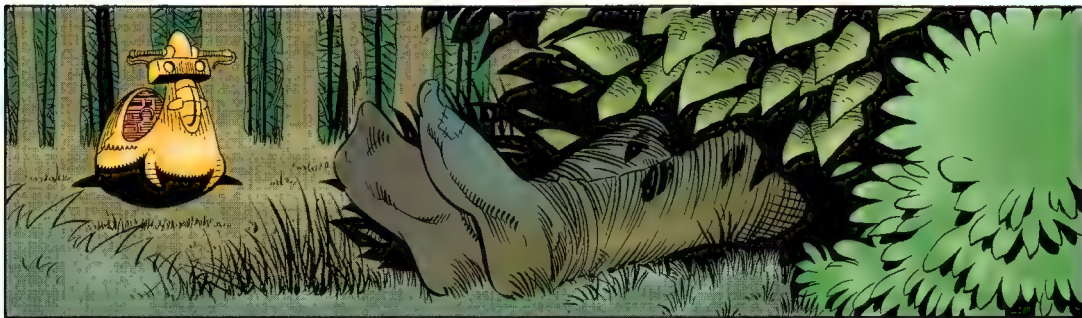
I WAS JUST WONDERING WHAT HE WAS LIKE UNDER THE MASK, THAT'S ALL.

AND, HECK... I'D PROBABLY BE DISAPPOINTED IF I FOUND OUT, RIGHT?

YEAH, RIGHT.



UPTOWN...



I WONDER IF I  
LOOK AS BAD  
AS I FEEL.



FACE IS SORE. I  
THINK I GOT AT LEAST  
*ONE* BLACK EYE.

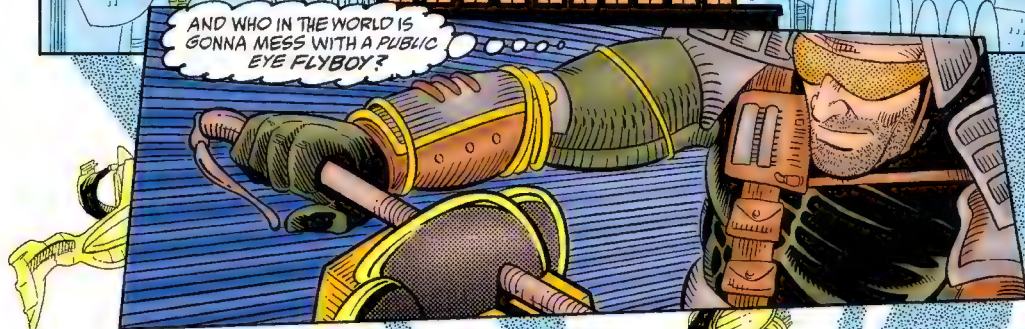
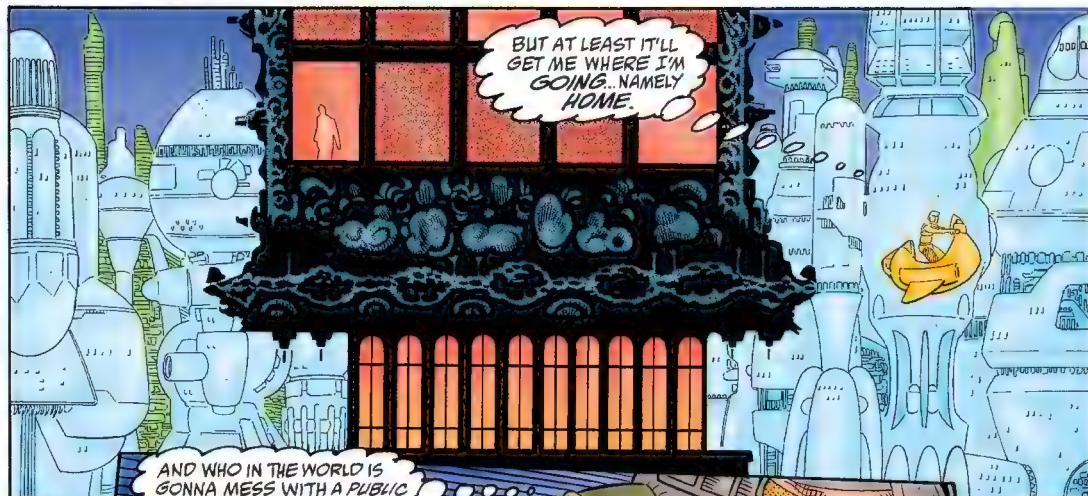
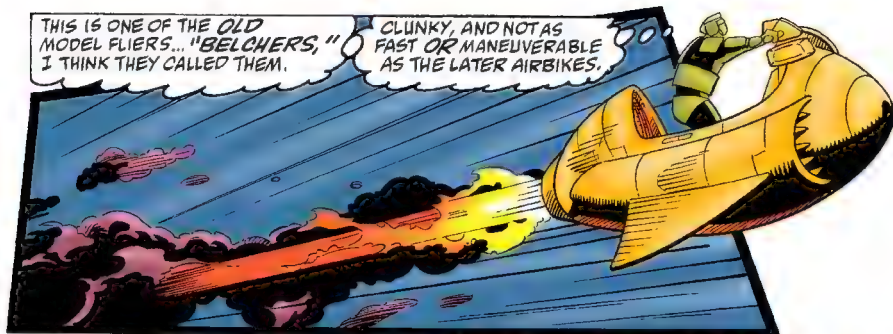
HOPE MY  
NOSE ISN'T  
BROKEN.

UNNNHH

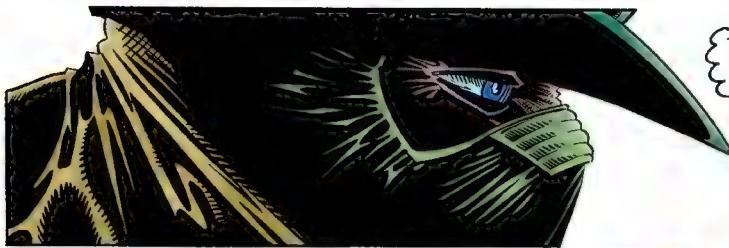
WELL, THE  
HELMET'S  
LOOSER  
THAN MY MASK,  
THAT'S FOR  
SURE.

WEIGHS  
A TON,  
THOUGH.

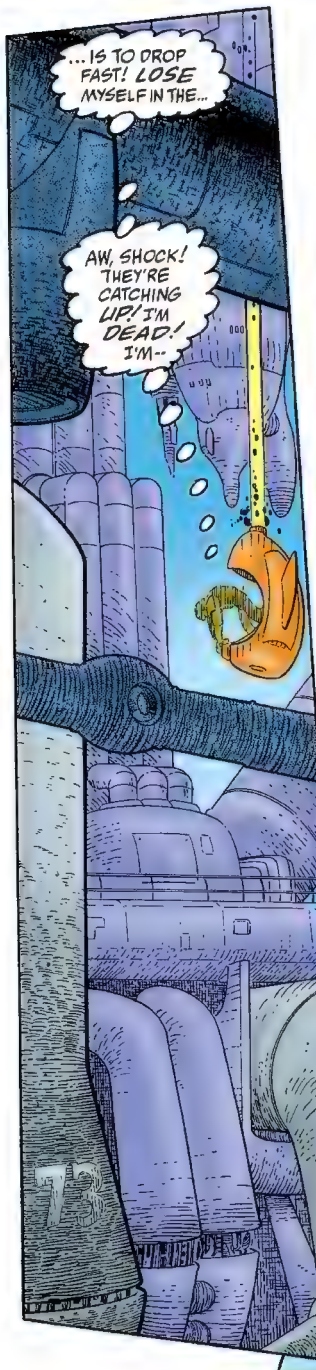
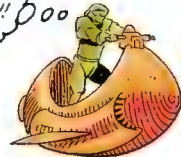






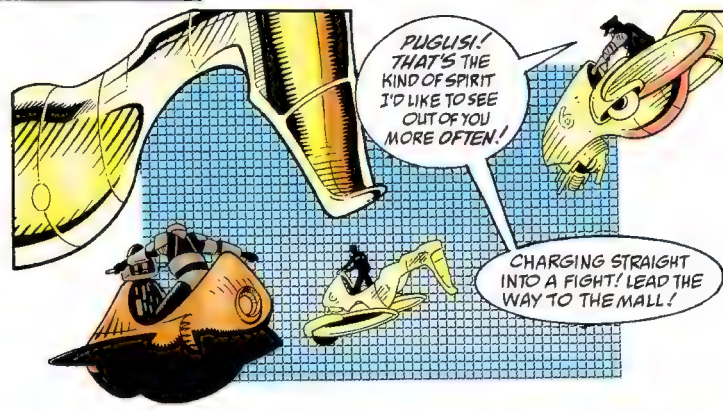


THEY FIGURED IT OUT SOMEHOW!! ONLY HOPE...



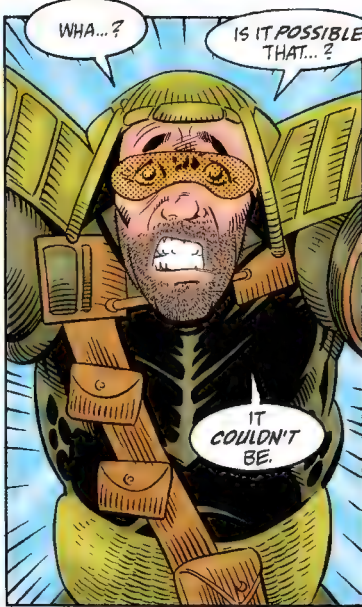
...IS TO DROP FAST! LOSE MYSELF IN THE...

AW, SHOCK! THEY'RE CATCHING UP! I'M DEAD! I'M--



PUGLISH! THAT'S THE KIND OF SPIRIT I'D LIKE TO SEE OUT OF YOU MORE OFTEN!

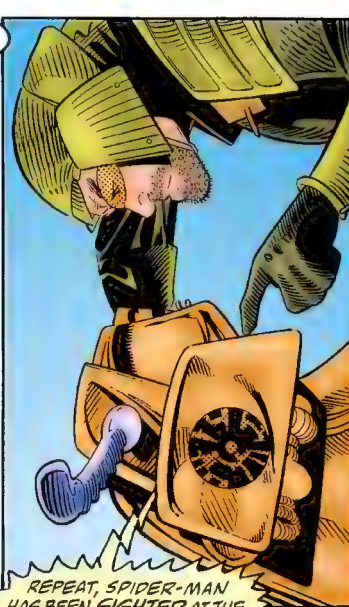
CHARGING STRAIGHT INTO A FIGHT! LEAD THE WAY TO THE MALL!



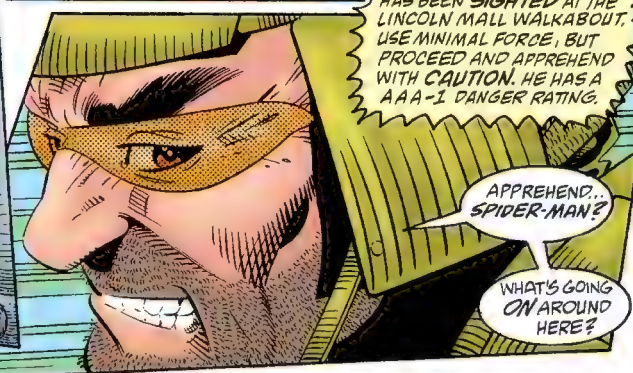
WHA...?

IS IT POSSIBLE THAT...?

IT COULDN'T BE.



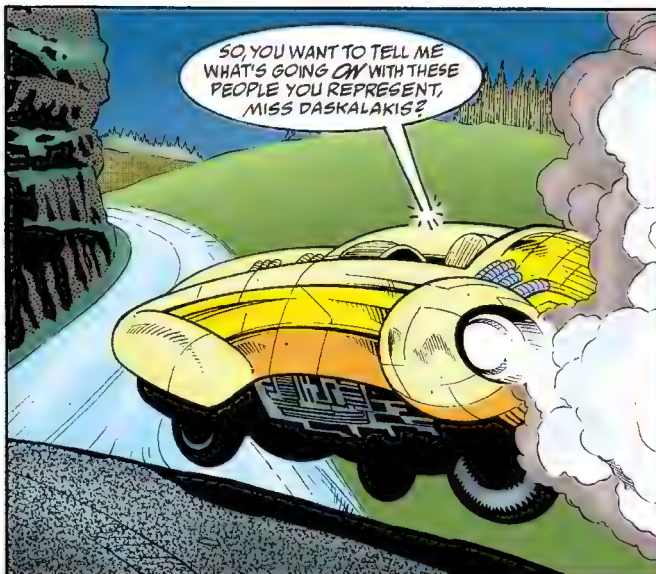
REPEAT, SPIDER-MAN HAS BEEN SIGHTED AT THE LINCOLN MALL WALKABOUT. USE MINIMAL FORCE, BUT PROCEED AND APPREHEND WITH CAUTION. HE HAS A AAA-1 DANGER RATING.



APPREHEND.. SPIDER-MAN?

WHAT'S GOING ON AROUND HERE?

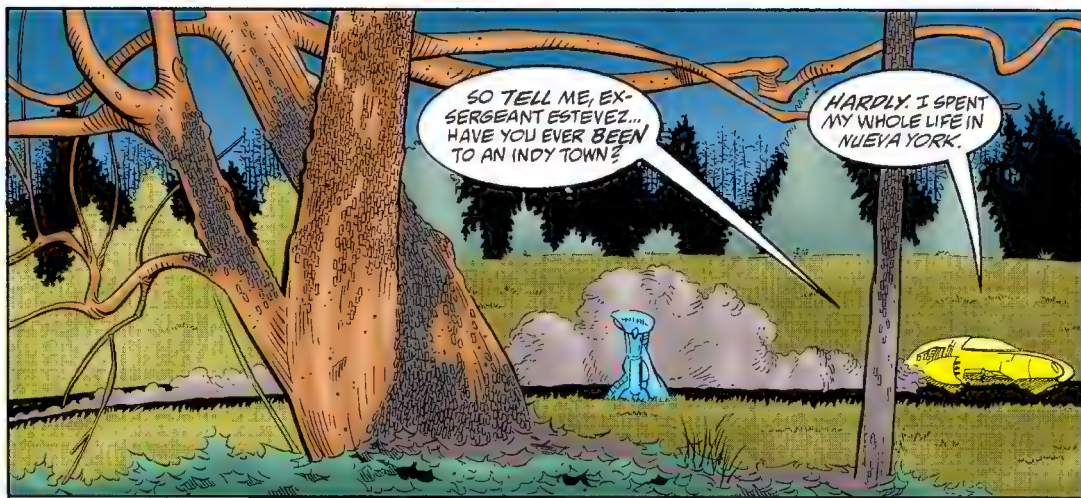




SO, YOU WANT TO TELL ME  
WHAT'S GOING *ON* WITH THESE  
PEOPLE YOU REPRESENT,  
MISS DASKALAKIS?



OHHHH...  
IN A BIT.



SO TELL ME, EX-  
SERGEANT ESTEVEZ...  
HAVE YOU EVER BEEN  
TO AN INDY TOWN?

HARDLY. I SPENT  
MY WHOLE LIFE IN  
NUEVA YORK.



ARE YOU LOCALS  
STILL PUSHING THAT  
"NUEVA YORK" STUFF?  
IT'S ALWAYS *BEEN*  
NEW YORK, AND IT  
ALWAYS *WILL BE*.

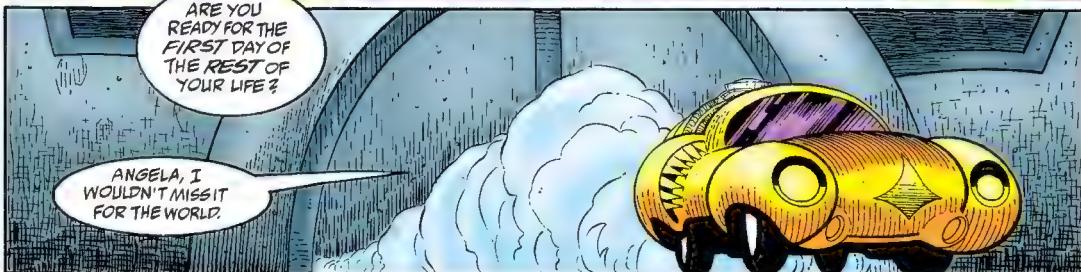
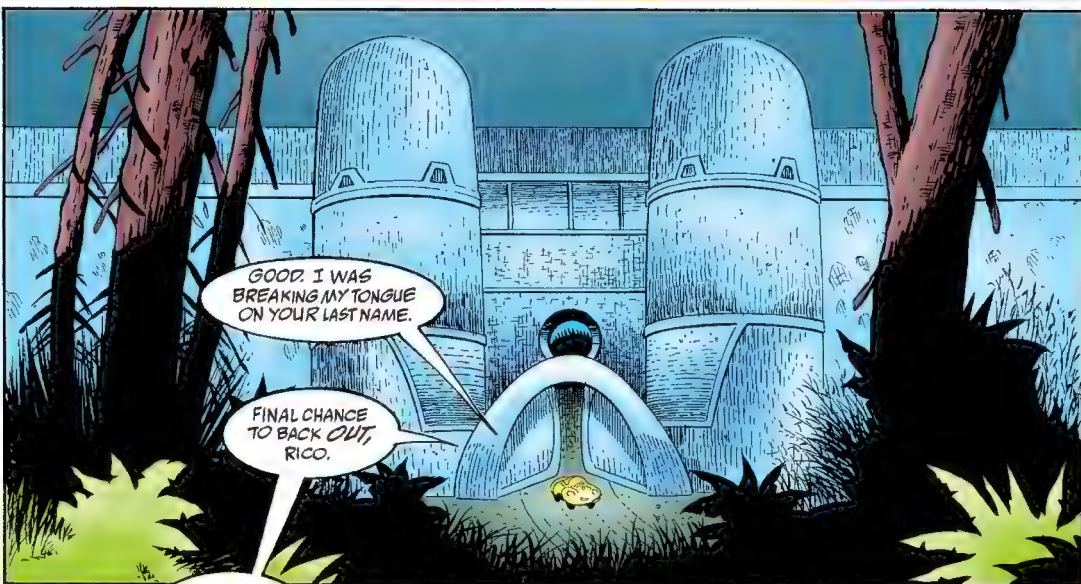
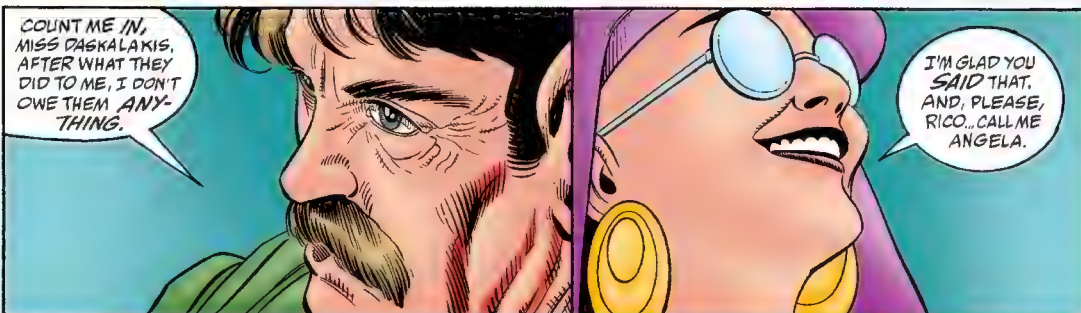
ULTIMATELY,  
THAT DOESN'T  
MATTER. IF AND  
WHEN YOU GO  
BACK THERE,  
IT'LL BE ON YOUR  
TERMS, NO ONE  
ELSE'S.



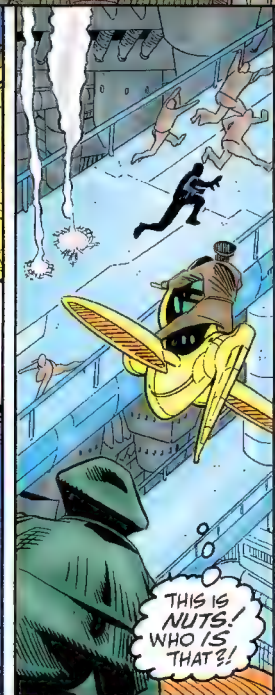
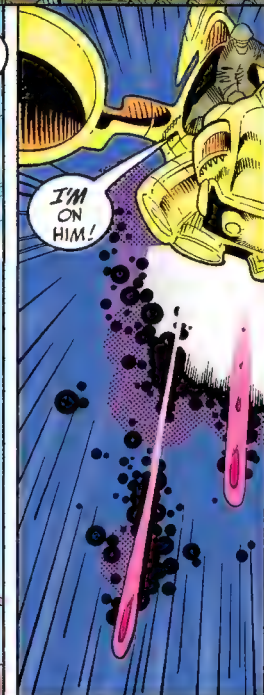
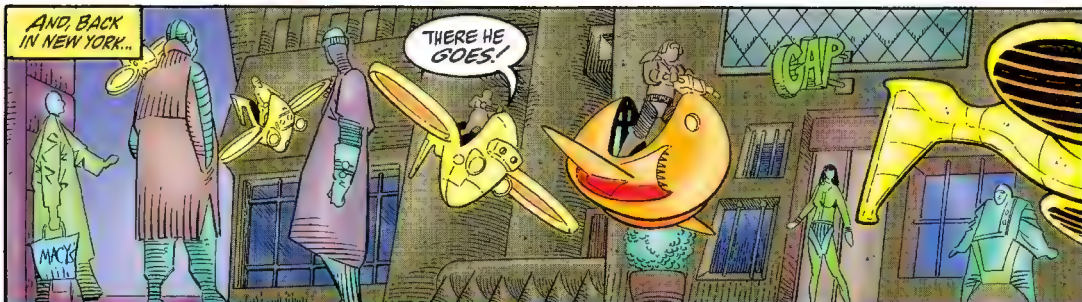
YOU CAN CALL IT  
NEW YORK...  
NUEVA YORK...

...RICOVILLE,  
IF YOU'VE A  
MIND TO.

















GET DOWN  
HERE, BOY!  
NOW!



I SAID  
NOW!



I'VE SEEN  
SPIDER-MAN  
IN ACTION, AND  
COMPARED TO  
HIM, YOU GOT  
THE SPEED OF  
CURDLED MILK.

WHO  
ARE  
YOU?



I SPREAD THE WORD OF  
SPIDER-MAN!

HE WILL BRING  
PUNISHMENT  
FROM ON-HIGH.

OH,  
YEAH?

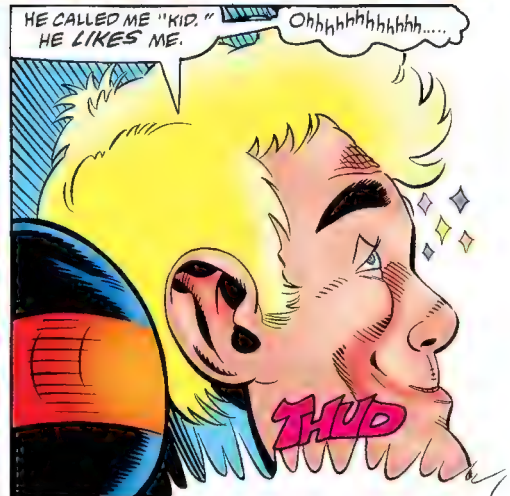
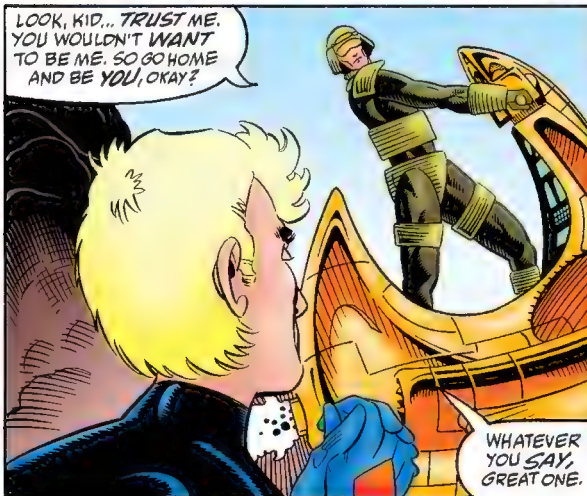
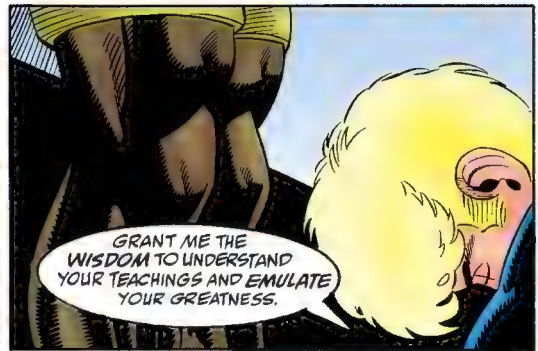
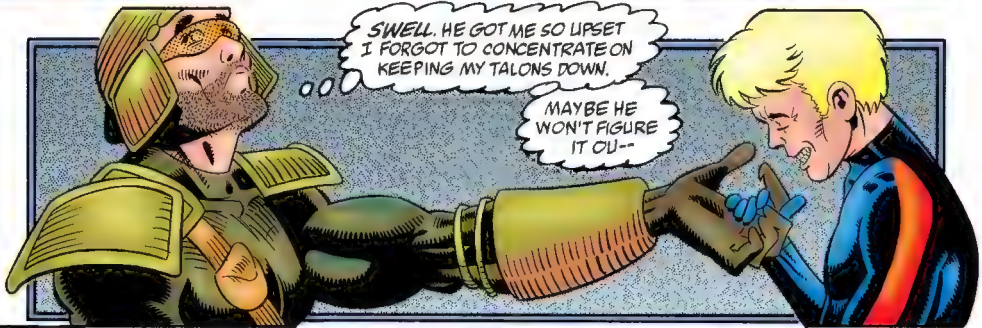


NOT AS BAD AS  
THE PUNISHMENT  
WE'RE GONNA  
BRING, MR.  
MICRO-SUCTION-  
FINGERTIPS.

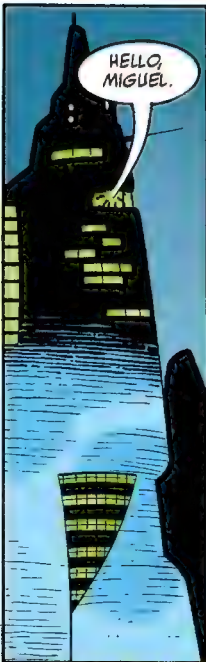












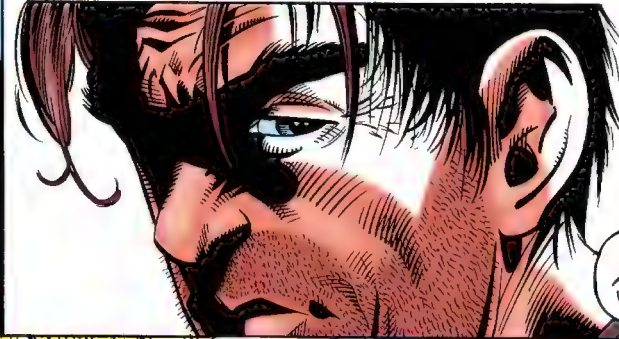
HELLO,  
MIGUEL.



THERE ARE FOUR MESSAGES  
AND A METRO EXPRESS  
PACKAGE FOR YOU.

EVEN WITH THE  
HELMET ON, YOU  
KNOW ME IN A  
SECOND. INCREDIBLE.

INSTANTANEOUS  
RECOGNITION IS ONE  
OF MY MORE ROUTINE  
FUNCTIONS, MIGUEL.



JUST OUT OF  
CURIOSITY, LYLA...  
IS THERE ANY CIR-  
CUMSTANCE UNDER  
WHICH YOU WOULDN'T  
I.D. ME?

OF COURSE. IF ALL YOUR  
LIFE FUNCTIONS HAD STOPPED  
AND YOUR HANDS AND FEET  
WERE SEVERED FROM YOUR  
BODY...



... AND YOUR  
EYES WERE  
GOUGED OUT  
AND YOUR  
TEETH WERE  
BROKEN.



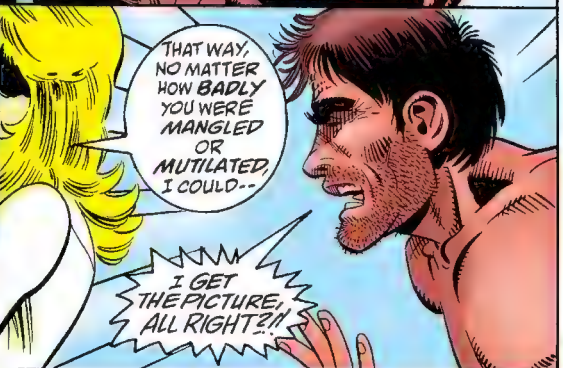
SWELL.  
DRAW ME A  
BATH,  
WOULD YA?



OR IF YOU WERE  
INCINERATED, THAT  
WOULD DO IT.

OKAY,  
THANKS.

YOU  
COULD  
HAVE ME  
UPGRADED  
FOR  
DNA SCANS.



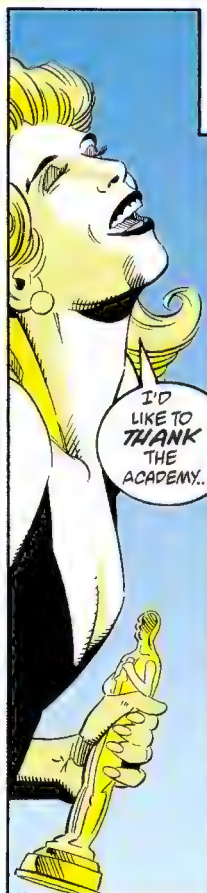
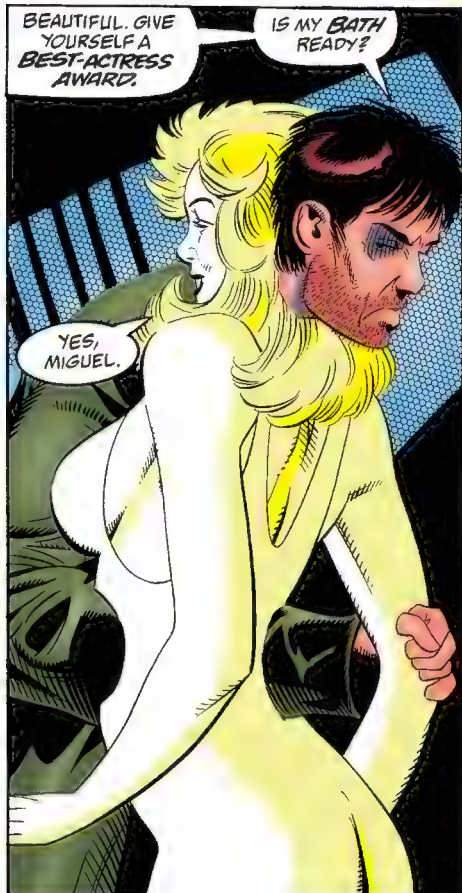
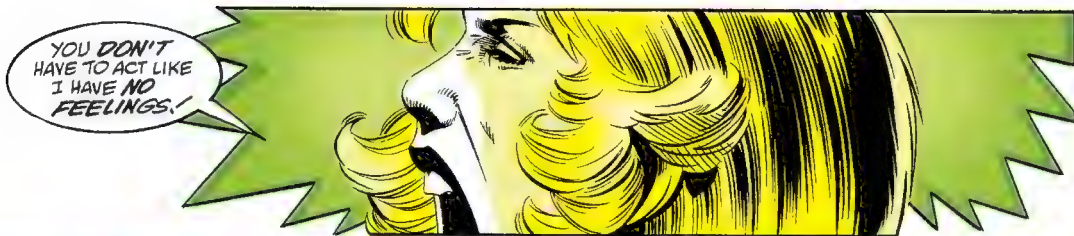
THAT WAY,  
NO MATTER  
HOW BADLY  
YOU WERE  
MANGLED  
OR  
MUTILATED,  
I COULD--

\*\*\*  
I GET  
THE PICTURE,  
ALL RIGHT?!!

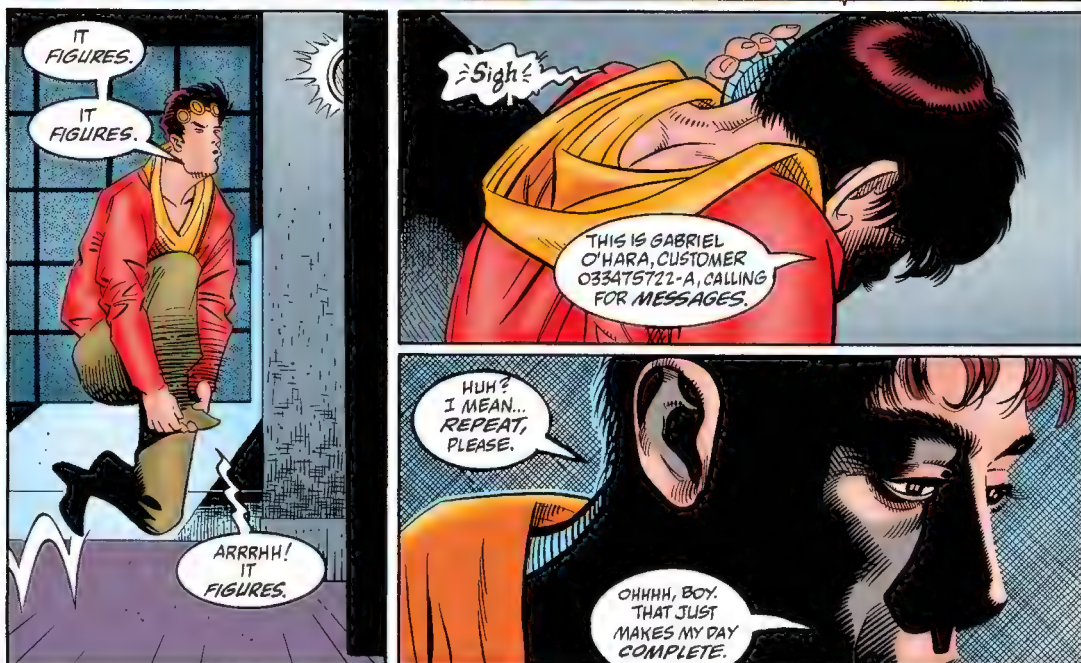
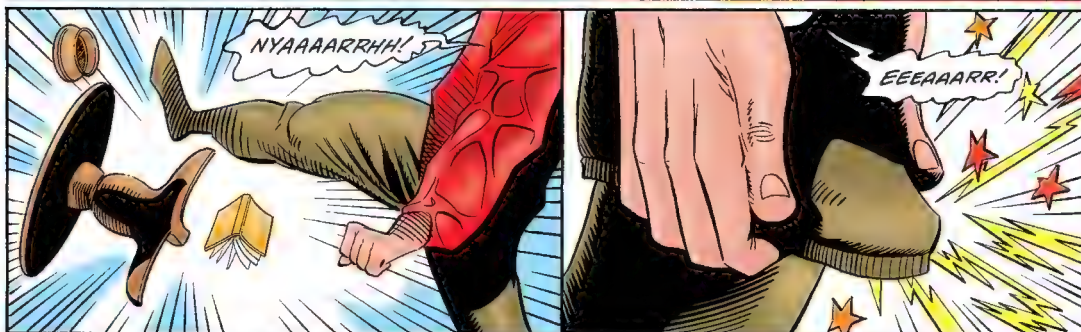


YOU DON'T  
HAVE TO  
SHOUT  
AT ME,  
MIGUEL!





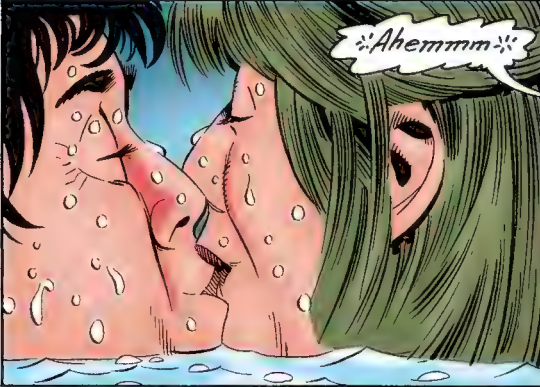
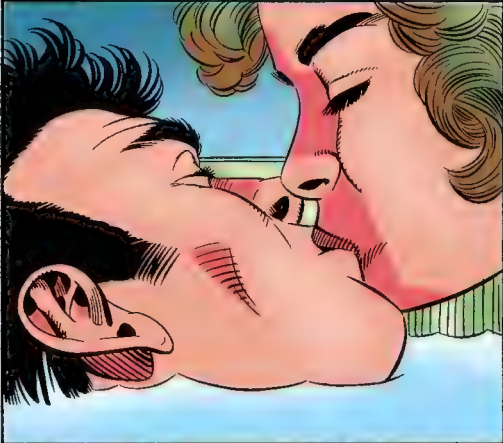
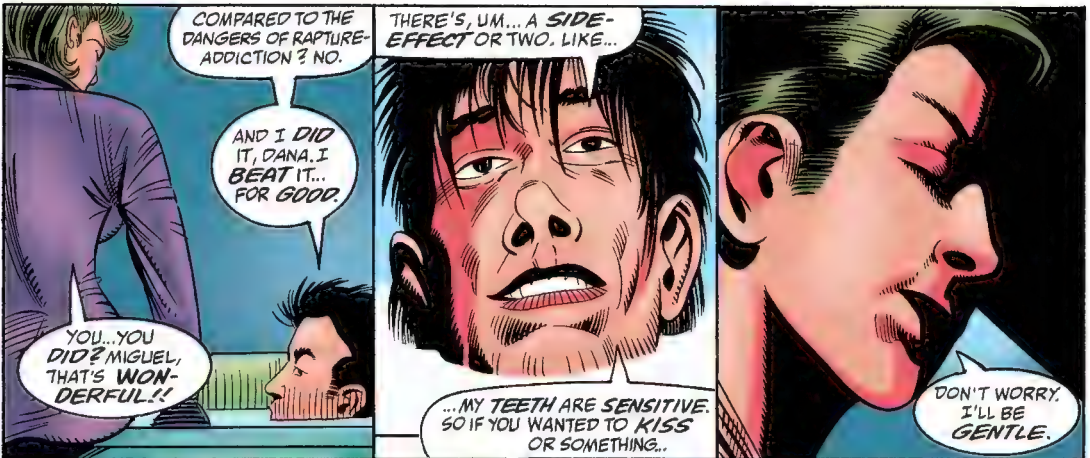
















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# SPIDER-MAN

TM

LEONARDI  
WILLIAMS

## BEHIND the MASK



Stan Lee presents:

# Mother's Day

PETER DAVID  
WRITER  
RICK LEONARDI  
PENCILER  
AL WILLIAMSON  
INKER  
STEVE BUCCELLATO  
COLORING  
RICK PARKER  
LETTERING  
JOEY CAVALIERI  
EDITOR  
TOM DEFALCO  
SURGEON GENERAL

GABRI... ARE... ARE  
YOU THERE...

SO... HARD  
TO SEE...

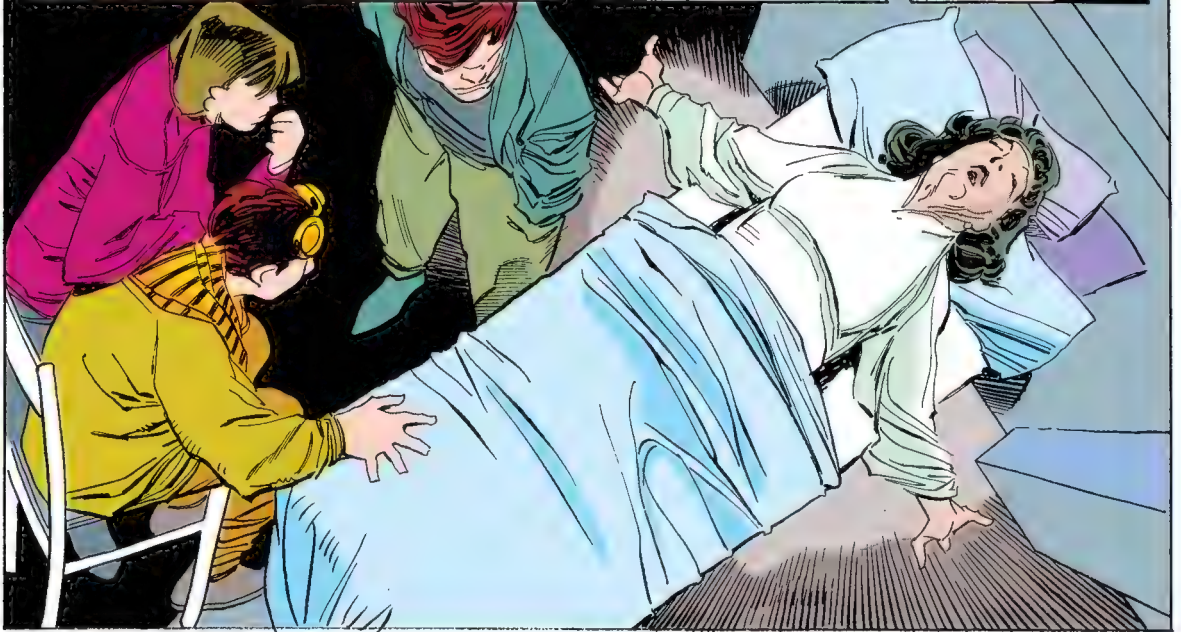
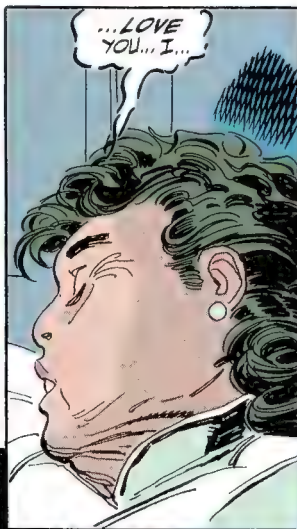
YEAH,  
MA.  
I'M HERE.

MIGGY'S  
HERE, TOO.  
AND DANA.  
WE'RE ALL  
HERE.

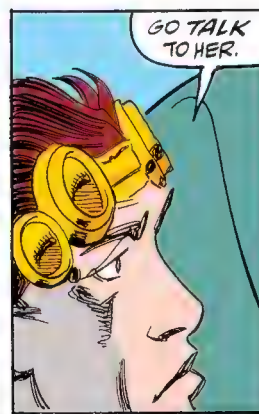
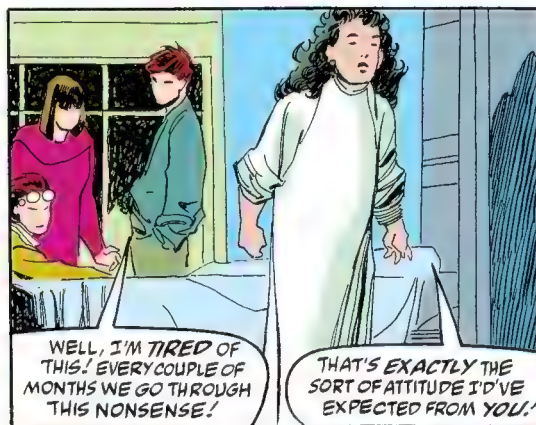
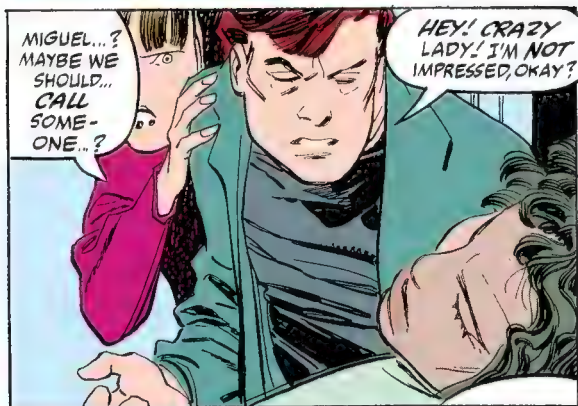




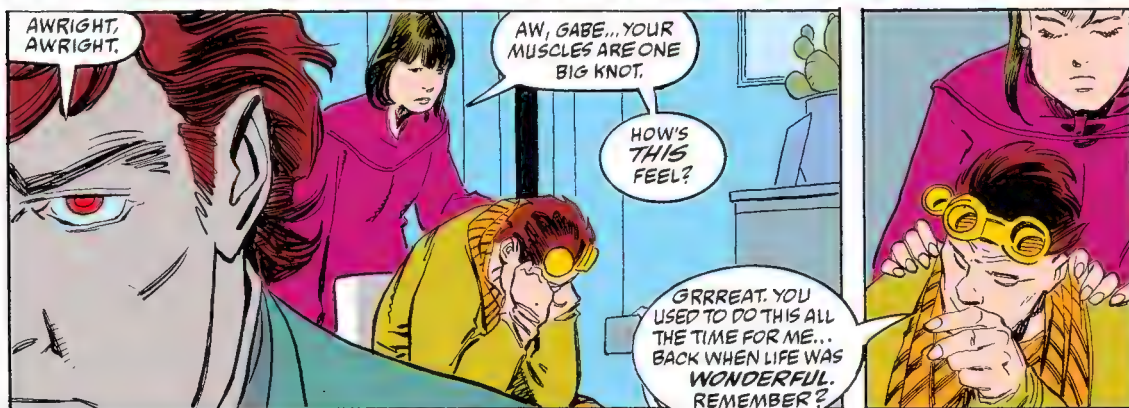




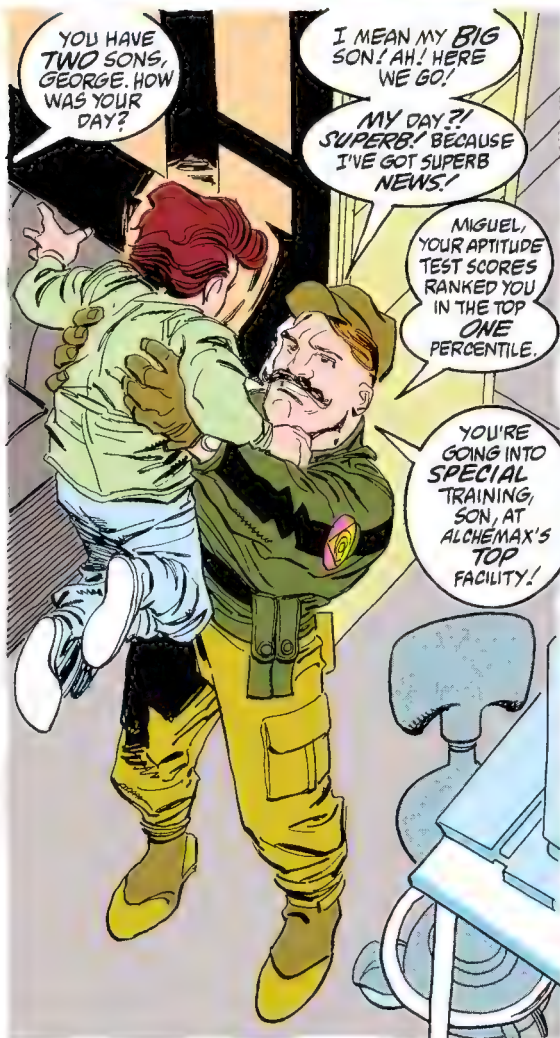
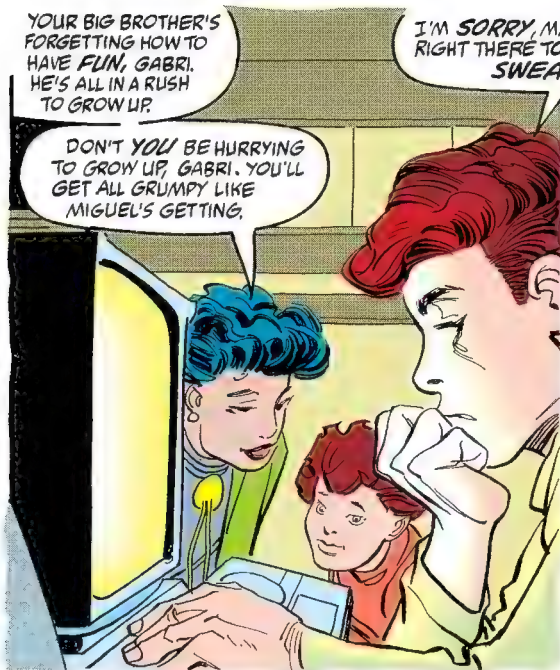








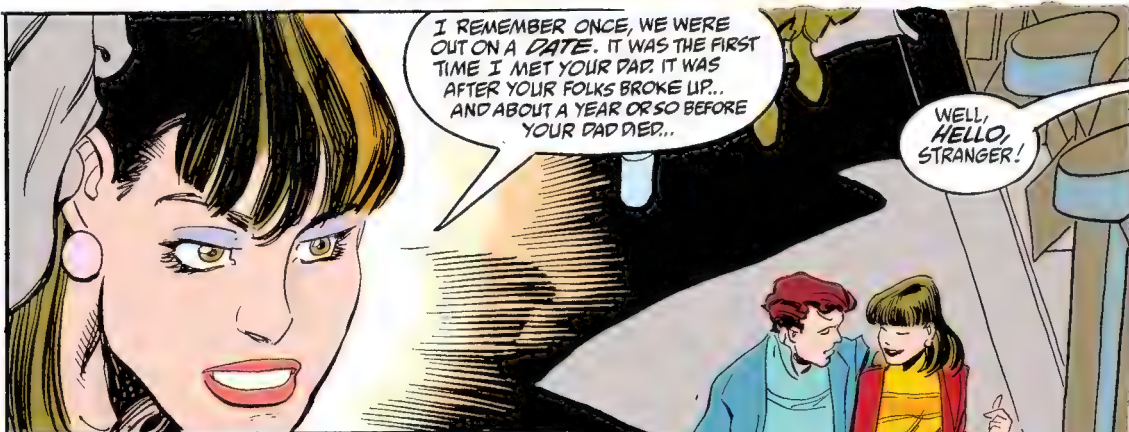
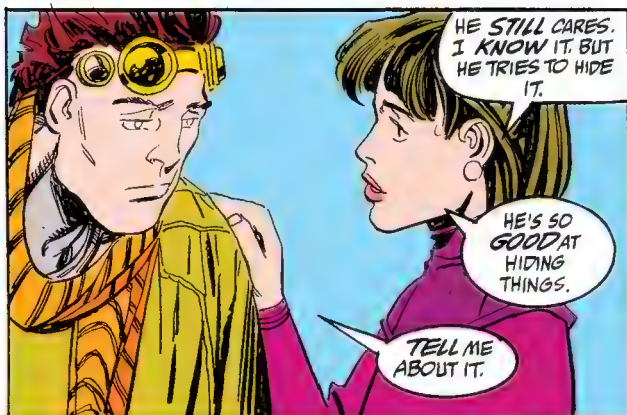




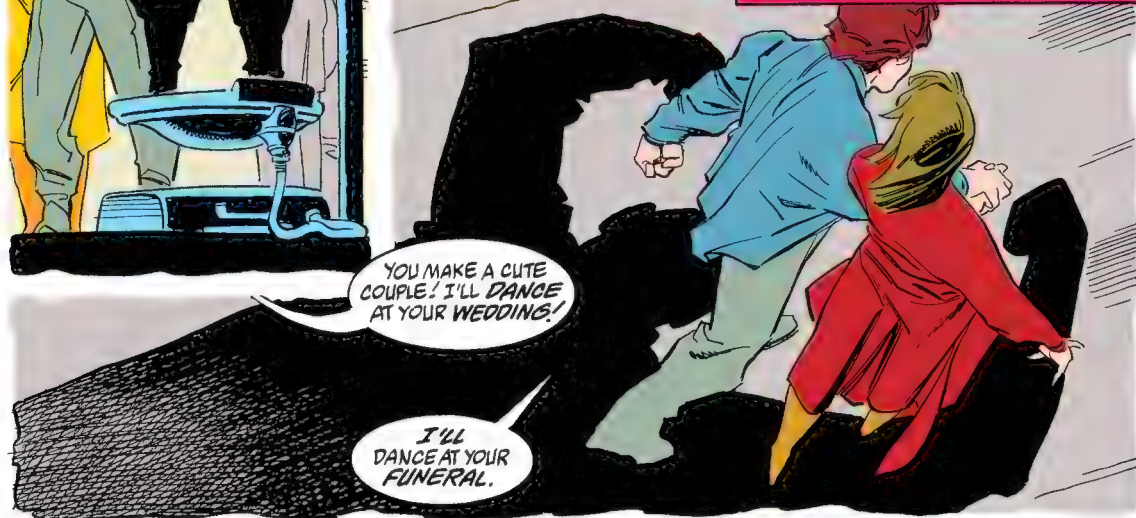




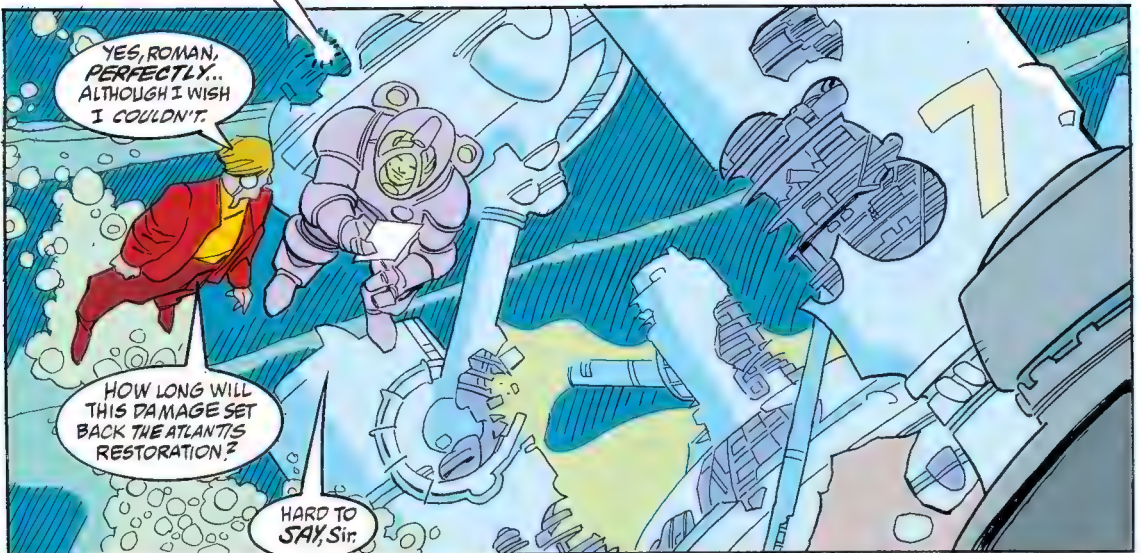
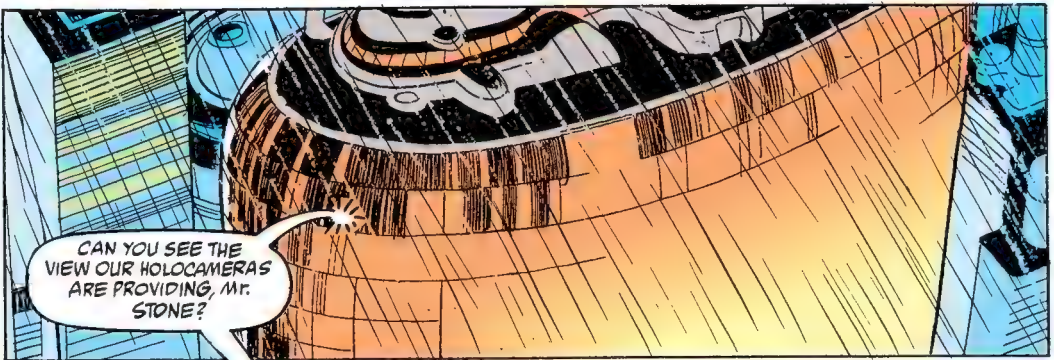
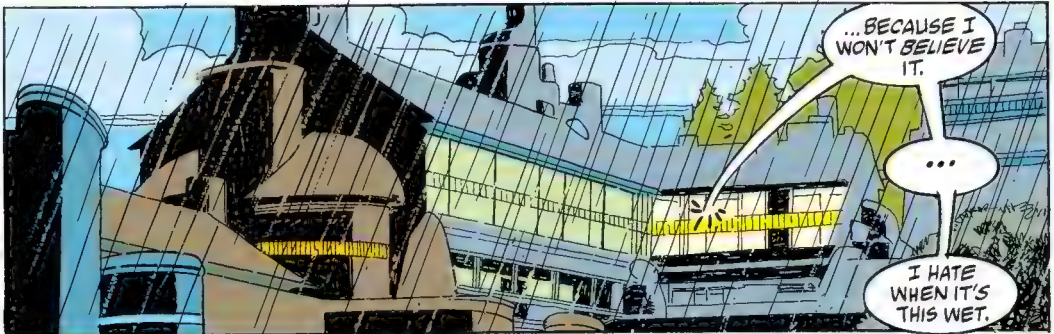
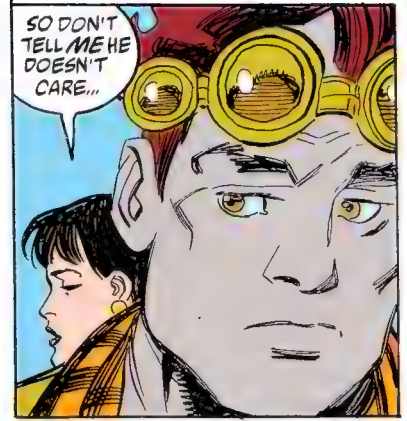
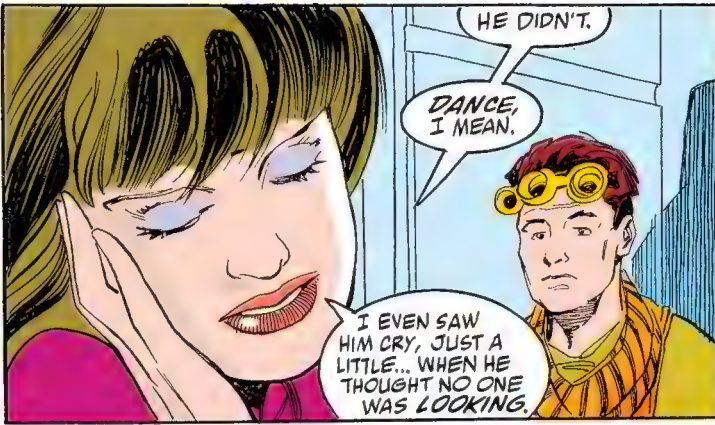




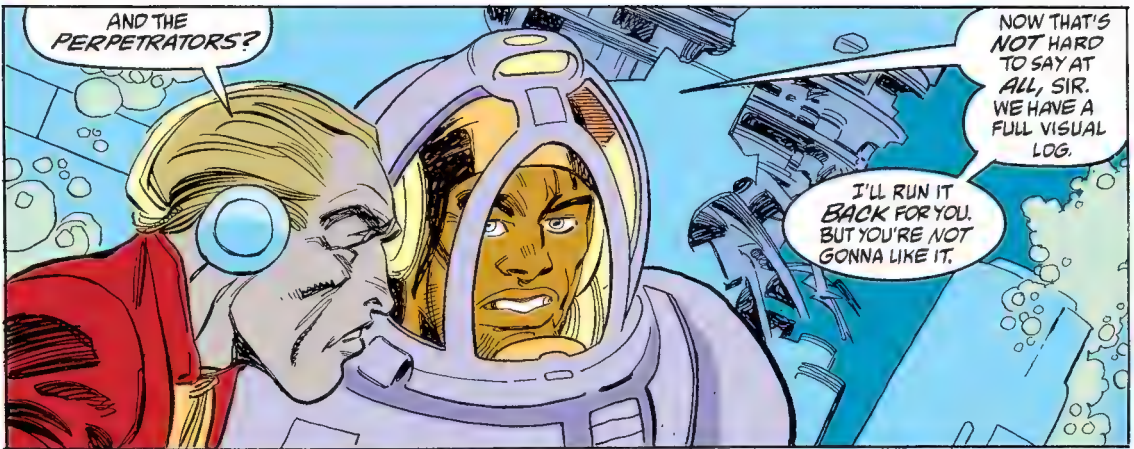








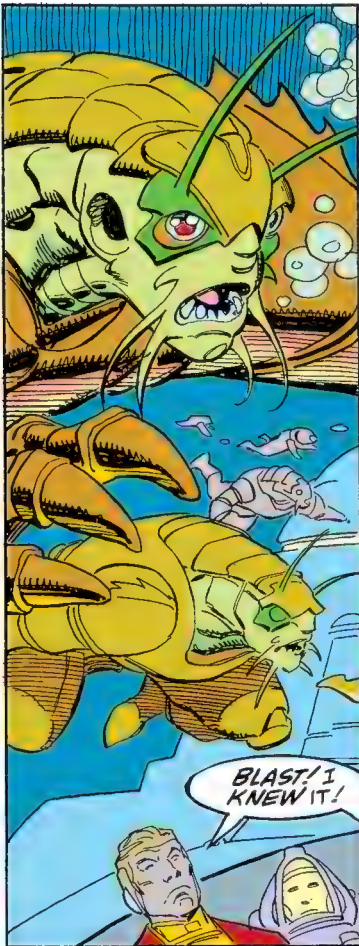




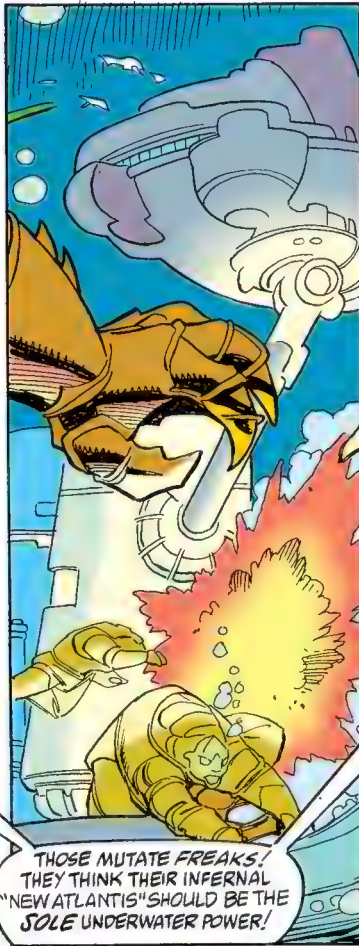
AND THE PERPETRATORS?

NOW THAT'S NOT HARD TO SAY AT ALL, SIR. WE HAVE A FULL VISUAL LOG.

I'LL RUN IT BACK FOR YOU. BUT YOU'RE NOT GONNA LIKE IT.



BLAST! I KNEW IT!



THOSE MUTATE FREAKS! THEY THINK THEIR INFERNAL "NEW ATLANTIS" SHOULD BE THE SOLE UNDERWATER POWER!

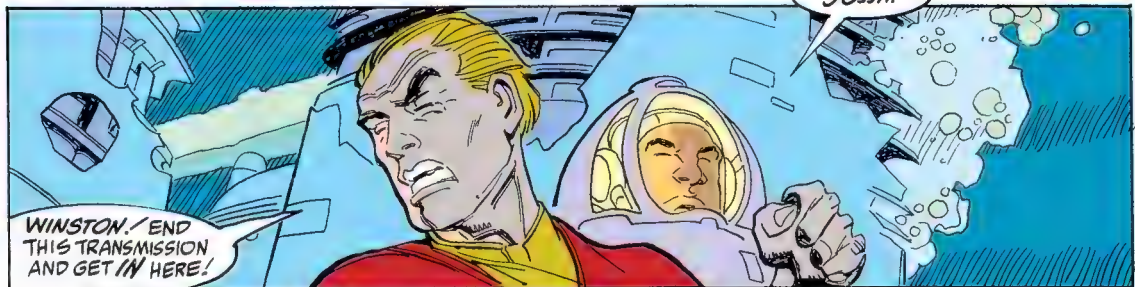


WELL, THEY'VE SCREWED UP ROYALLY THIS TIME. ALCHEMAX WILL NOT BE TREATED IN THIS MANNER. IT IS UNACCEPTABLE.

I WANT FULL PROJECTIONS FOR RESTORATION ON MY DESK BY NOON TOMORROW.

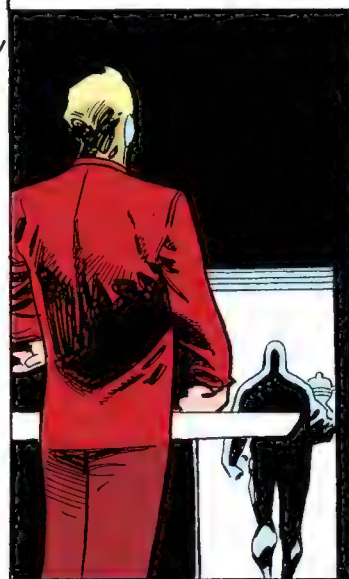
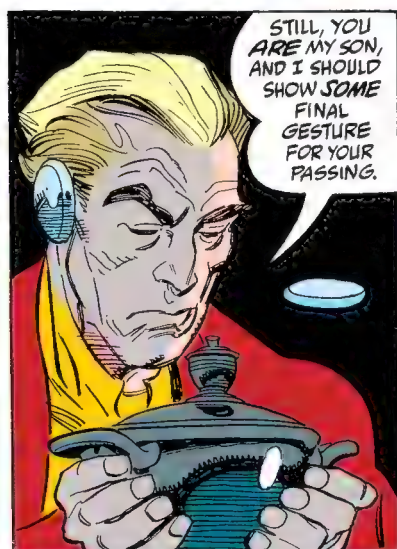
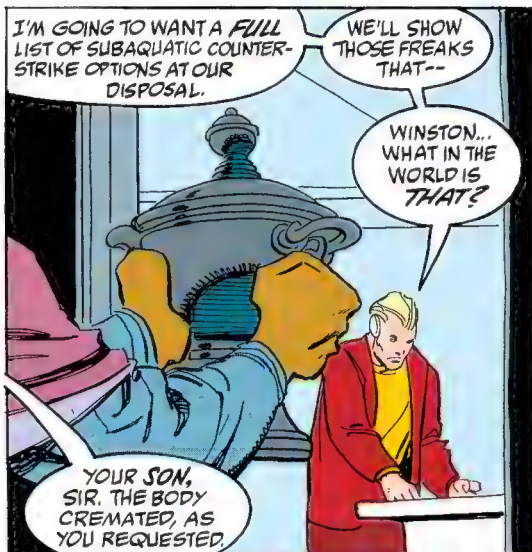
UNDERSTOOD, ROMAN?

Yessir.



WINSTON, END THIS TRANSMISSION AND GET IN HERE!









MA!  
WHERE  
DID YOU  
GET  
THIS?!

YOU KNOW  
CIGARETTES  
ARE  
ILLEGAL!

SO?



SO THEY CAN  
KILL YOU.

SO CAN  
CHILDREN.



MA... I'M  
SORRY I  
HAVEN'T BEEN  
VISITING YOU  
MORE OFTEN!



LIAR!



OOOKAY.  
I'M GLAD I  
HAVEN'T BEEN  
VISITING YOU  
MORE OFTEN!



FRESH!





FEEL *BETTER*, CRAZY LADY?

LOOK, WHAT DO YOU WANT FROM ME?

NOTHING.



NO, MA! NOT AGAIN! WE GO THROUGH THIS *ALL* THE TIME, AND YOU PLAY THESE *GAMES* AND I'M *TIRED* OF IT! DON'T YOU KNOW WHAT IT DOES TO *GABRI*? TO ME?

IT DOESN'T DO ANYTHING TO YOU. YOU'RE COMPLETELY SELF-CENTERED

THAT'S *NOT* TRUE.



OH, YES IT *IS*. I KEEP WAITING FOR YOU TO CHANGE, BUT IT'S NOT GOING TO HAPPEN. WHY CAN'T YOU BE A REAL *CARING* MAN, LIKE...

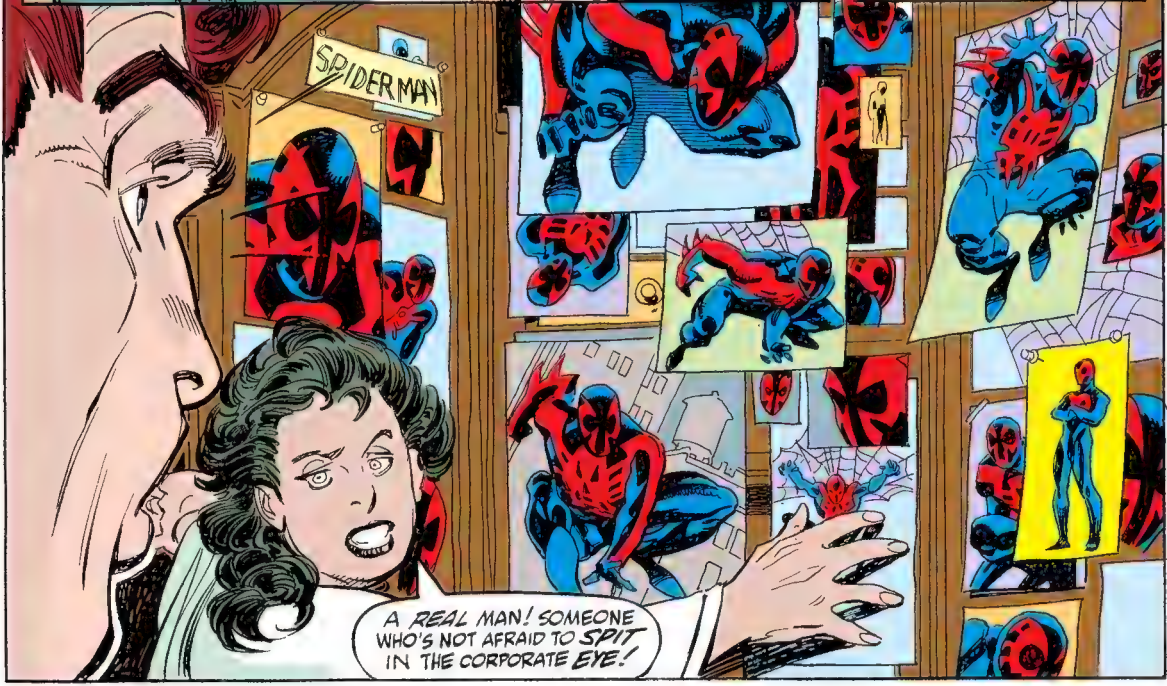


LIKE *WHO*, MA? LIKE *GABRIEL*? YOU GOING TO START TELLING ME AGAIN ABOUT HOW *LOVING* HE IS, AND...

NO, BECAUSE EVERY TIME I *DO*, YOU JUST MAKE *FUN* OF HIM. AND HE'S SUCH A GENTLE SOUL.



BUT HERE'S SOMEONE YOU WOULDN'T *DARE* MAKE FUN OF!



A *REAL* MAN! SOMEONE WHO'S NOT AFRAID TO *SPIT* IN THE *CORPORATE* EYE!





SOMEONE WHO  
SEES THE **BIG**  
PICTURE, AND IS  
TRYING TO  
**REDRAW**  
IT.

SOMEONE  
WHO CARES.



AND WHAT IF HE'S **NOT**  
LIKE THAT, HUH? EVER  
THINK OF **THAT**?

MAYBE HE'S JUST...  
JUST SOMEONE WHO GOT  
**CAUGHT UP** IN THINGS.  
SOMEONE WHO...

IF HE **NEVER** PUT THE COSTUME  
ON AGAIN, HE'D BE PERFECTLY HAPPY  
TO GO BACK TO HIS LIFE. WHAT IF...?



**DON'T  
START!**

DON'T START  
TRYING TO TEAR  
**HIM** DOWN, TOO!  
HE'S EVERYTHING  
YOU **AREN'T**!



OH, YEAH?  
OH, YEAH,  
CRAZY LADY?

YEAH!

WELL, TRY  
**THIS** ON,  
CRAZY LADY!



**I'M SPIDER-MAN!  
ME! YOUR SON!**







ALL I EVER WANTED  
WAS TO BE IMPORTANT.

WORKING FOR ALCHEMAX WAS  
DOING THE RIGHT THING... BUT  
I WAS IMPORTANT TO ALL THE  
WRONG PEOPLE.

BEING SPIDER-MAN  
IS THE WRONGS THING... LAW-WISE,  
HEALTH-WISE... BUT HE'S IMPOR-  
TANT TO ALL THE RIGHT PEOPLE.  
THE PEOPLE I'VE BEEN WORKING  
SO HARD AT IGNORING.

WHEN I PUT ON THAT COSTUME...  
I START THINKING AND ACTING  
DIFFERENTLY. FACE IT... "SPIDER-  
MAN" IS STARTING TO TAKE OVER  
WHEN THE MASK GOES ON.

IT WAS MIGUEL-IN-THE-COSTUME  
WHO SAVED THE SPECIALIST... AND  
ALMOST GOT KILLED IN REPAYMENT.  
AND WHEN THE VULTURE WAS  
FALLING... SPIDER-MAN,  
HAVING LEARNED THE  
LESSON, LET HIM.

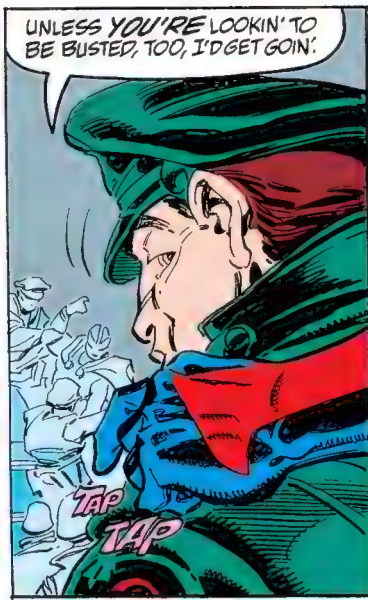
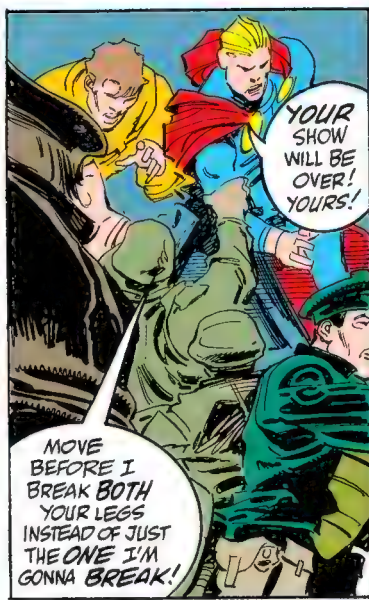
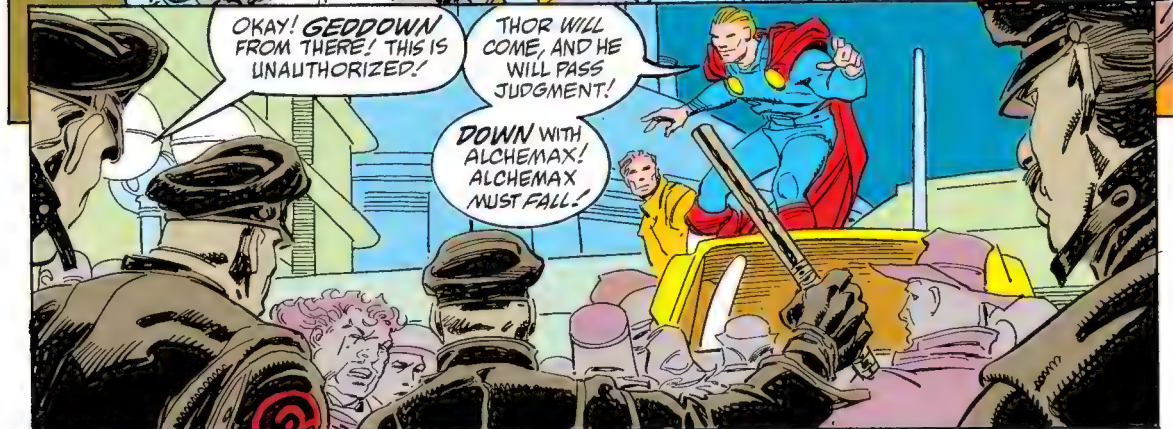
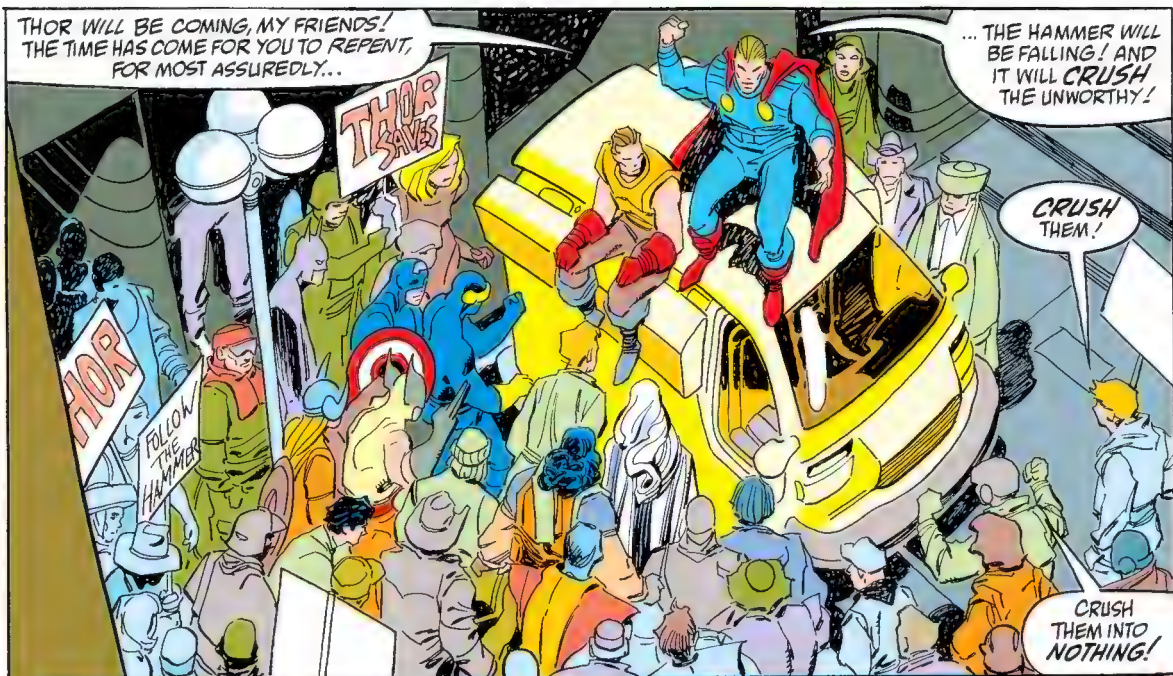
MIGUEL WENT DOWNTOWN,  
BUT SPIDER-MAN CAME BACK UP.  
AND SINCE "MIGUEL" ISN'T THE  
LEAST BIT SORRY THE VULTURE  
FELL... IT'S LOOKING LIKE  
SPIDER-MAN DOESN'T NECES-  
SARILY VANISH WHEN THE  
MASK COMES OFF.

THE WORLD WE'RE  
LIVING IN... GABRI SAW  
IT. KASEY SAW IT. EVEN  
THE CRAZY LADY  
SAW IT.

IF I'M SO BLASTED BRIGHT,  
WHY DIDN'T I SEE IT UNTIL I LOOKED  
THROUGH SPIDER-MAN'S  
EYES?

AND NOW THAT I  
HAVE... DO I FACE  
IT? OR TURN  
AWAY  
FROM IT?





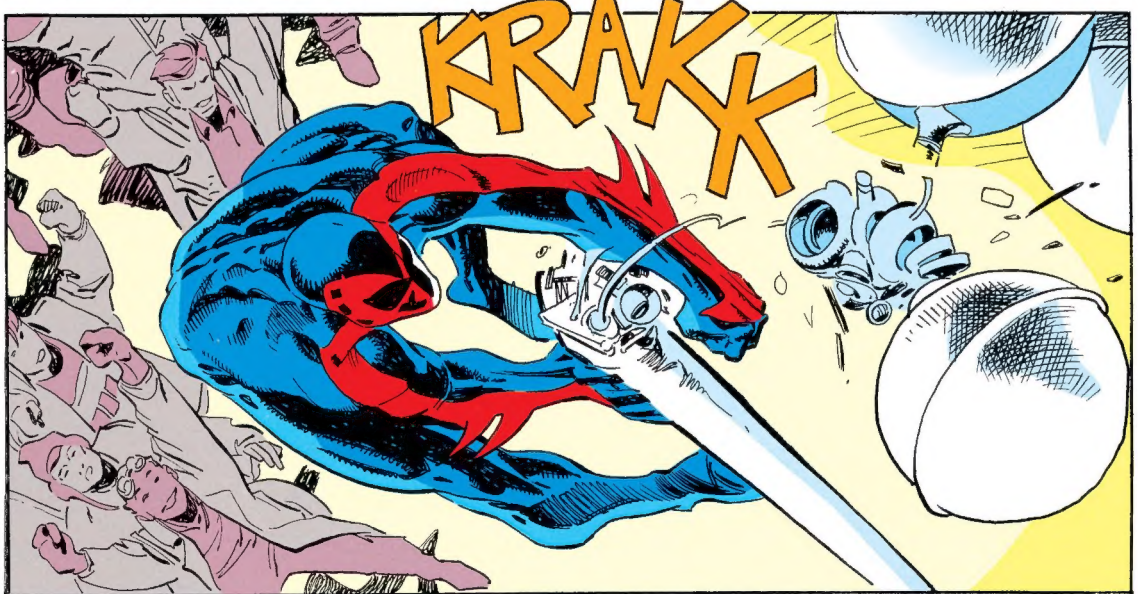
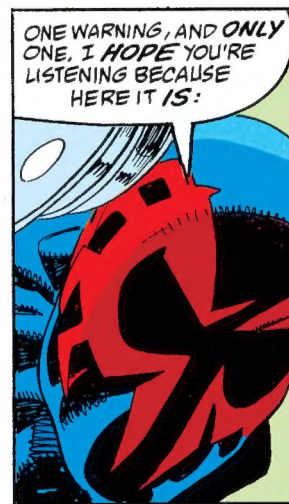
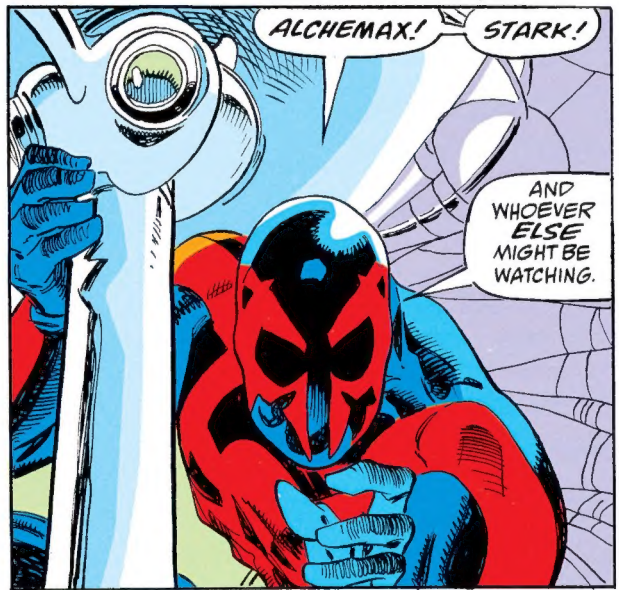




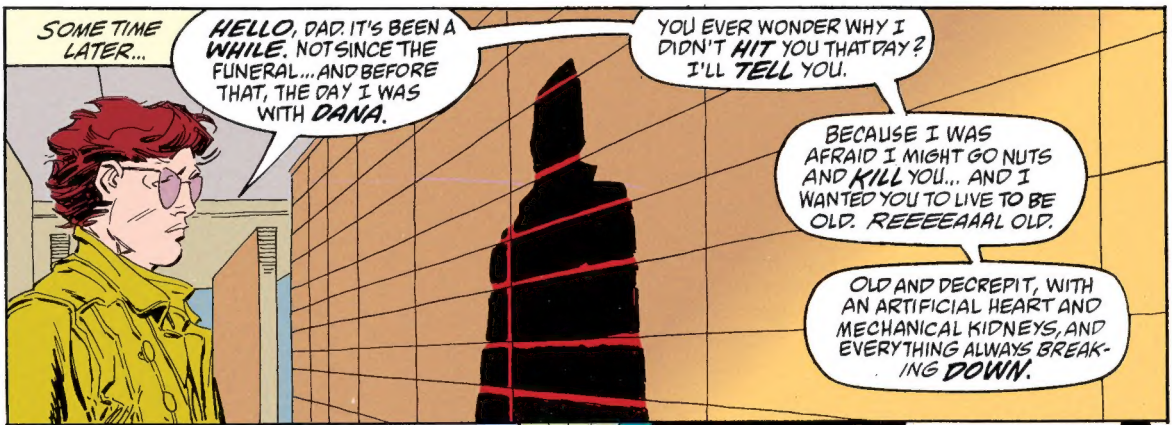












SOME TIME LATER...

HELLO, DAD. IT'S BEEN A WHILE. NOT SINCE THE FUNERAL... AND BEFORE THAT, THE DAY I WAS WITH DANA.

YOU EVER WONDER WHY I DIDN'T HIT YOU THAT DAY? I'LL TELL YOU.

BECAUSE I WAS AFRAID I MIGHT GO NUTS AND KILL YOU... AND I WANTED YOU TO LIVE TO BE OLD. REEEEEAAAL OLD.

OLD AND DECREPIT, WITH AN ARTIFICIAL HEART AND MECHANICAL KIDNEYS, AND EVERYTHING ALWAYS BREAKING DOWN.



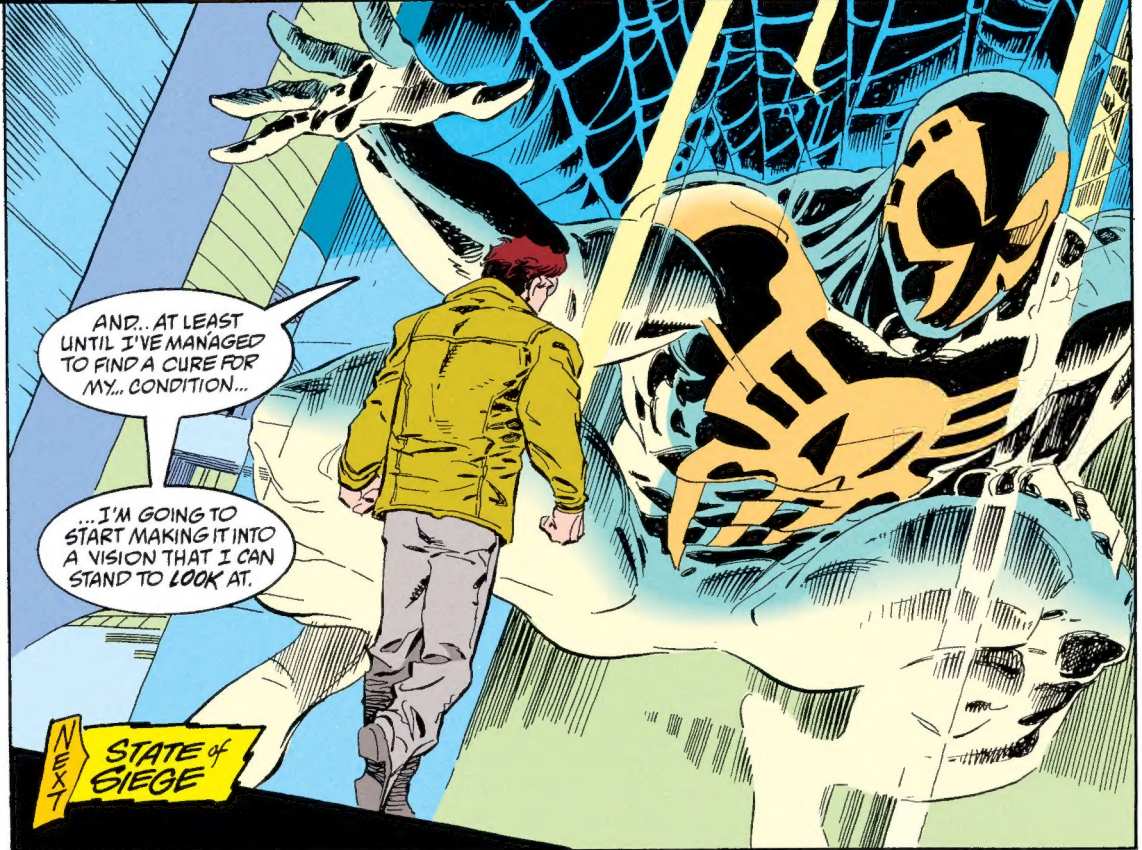
I WANTED YOU TO SUFFER EVERY POSSIBLE WEAKNESS OLD AGE COULD INFLICT.

AND INSTEAD YOU UPPED AND DIED AND WRECKED THE PLAN.



DANA SPOTTED ME CRYING, I THINK, AT THE FUNERAL. I CAN GUESS WHAT SHE MADE OF IT.

THEN AGAIN... THE WORLD IS WHAT WE MAKE OF IT.



AND... AT LEAST UNTIL I'VE MANAGED TO FIND A CURE FOR MY... CONDITION...

... I'M GOING TO START MAKING IT INTO A VISION THAT I CAN STAND TO LOOK AT.

NEXT

STATE of SIEGE



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